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May 07 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F95000002145 (9)

1. Corporation Name  
BACARDI-MARTINI U.S.A., INC.

Principal Place of Business  
2100 BISCAYNE BLVD.  
MIAMI FL 33137

Mailing Address  
2100 BISCAYNE BLVD.  
MIAMI FL 33137-5014

3. Date Incorporated or Qualified 05/02/1995	3a. Date of Last Report 04/02/1996
4. FEI Number 13-1507147	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	SARDINA, EDUARDO M	
STREET ADDRESS	2100 BISCAYNE BLVD	
CITY - ST - ZIP	MIAMI FL	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	ERBAN, TOMAS P	
STREET ADDRESS	2100 BISCAYNE BLVD.	
CITY - ST - ZIP	MIAMI FL 33137	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WILSON, FREDERICK J III	
STREET ADDRESS	2100 BISCAYNE BLVD.	
CITY - ST - ZIP	MIAMI FL 33137	
TITLE	TV	<input type="checkbox"/> DELETE
NAME	SUTTER, KENNETH J	
STREET ADDRESS	2100 BISCAYNE BLVD	
CITY - ST - ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Director & Secretary

1/17/97

(305) 573-8511

0167001

CR2E034 (9/96)

**COMPANY RIDER**

**BACARDI-MARTINI U.S.A., Inc.**

**2100 Biscayne Boulevard  
Miami, Florida 33137  
(305) 573-8511**

<b>Name</b>	<b>Title</b>	<b>Home address</b>	<b>Date of Birth</b>
<b>Eduardo M. Sardiña SS# 264-76-4203</b>	<b>DIRECTOR - President &amp; CEO</b>	<b>4995 SW 78th Street Miami, FL 33143 tel: (305) 663-1409</b>	<b>3/28/46</b>
<b>Tomas P. Erban SS# 592-37-2244</b>	<b>DIRECTOR- Vice President Human Resources and Public Relations</b>	<b>1240 Blue Road Coral Gables, FL 33146 tel: (305) 669-9356</b>	<b>6/1/46</b>
<b>Frederick J. Wilson, III SS# 128-54-6900</b>	<b>DIRECTOR- Asst. Vice President, General Counsel &amp; Secretary</b>	<b>10740 SW 74th Court Miami, FL 33156 tel: (305) 661-8286</b>	<b>10/18/60</b>
<b>Paul E. Beggan SS# 390-62-1678</b>	<b>Vice President of Sales and General Sales Manager</b>	<b>6400 SW 100th Street Miami, FL 33156 tel: (305) 661-1910</b>	<b>5/3/54</b>
<b>Raul G. Marmol SS# 265-15-5938</b>	<b>Vice President of Marketing</b>	<b>1541 Brickell Avenue #909 Miami, FL 33129 tel: (305) 856-0442</b>	<b>8/21/54</b>
<b>Jose L. Aragon SS# 330-40-3852</b>	<b>Vice President of Marketing</b>	<b>10560 SW 71st Court Miami, Florida 33158 tel: (305) 234-1104</b>	<b>12/29/48</b>
<b>Kenneth J. Sutter SS # 266-31-2002</b>	<b>Assistant Vice President, Controller and Treasurer</b>	<b>566 Stonemont Drive Ft. Lauderdale, FL 33156 tel: (305) 389-9588</b>	<b>10/25/57</b>