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Jan 22 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 # F95000004223 (2)

1. Corporation Name
OCEANIC HOLDING ESTATES LIMITED, INC.



Principal Place of Business
C/O KENNETH S. BEALL, JR.
777 S FLAGLER DR #500 E
W PALM BCH FL 33418

Mailing Address
C/O KENNETH S. BEALL, JR.
777 S FLAGLER DR #500 E
W PALM BCH FL 33401-6194

| | |
|---|--|
| 3. Date Incorporated or Qualified 08/31/1995 | 3a. Date of Last Report 02/20/1996 |
| 4. FEI Number 52-1939843 | Applied For <input type="checkbox"/> 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 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

VALDES-FAULI CORPORATE SERVICES, INC.
777 S FLAGLER DR #500 E
W PALM BCH FL 33401-6194

10. Name and Address of New Registered Agent

| |
|---|
| 81 Name |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 |
| 84 City |
| 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------|---|---|
| TITLE | DP | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SCHAUMM, HERMANN | 1.2 NAME | |
| STREET ADDRESS | HERMANN SIELCKEN STRASSE 63 | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | D-76530 BADEN BADEN, GERMANY | 1.4 CITY - ST - ZIP | |
| TITLE | DT | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KLEINSCHNITZER, KARL HEINZ | 2.2 NAME | |
| STREET ADDRESS | HERMANN SIELCKEN STRASSE 63 | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | D-76530 BADEN BADEN, GERMANY | 2.4 CITY - ST - ZIP | |
| TITLE | DVS | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BEALL, KENNETH S JR | 3.2 NAME | |
| STREET ADDRESS | 777 S FLAGLER DR #500 E | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | W PALM BCH FL 33401 | 3.4 CITY - ST - ZIP | |
| TITLE | | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 4.4 CITY - ST - ZIP | |
| TITLE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 5.4 CITY - ST - ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 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: *Kenneth S. Beall* V.P. 1/14/97 (541) 650 0507
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)