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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005075

1. Corporation Name
FLORIDA RAIL ENTERPRISES, INC.

Principal Place of Business
201 ALHAMBRA CIRCLE, STE 1400
CORAL GABLES FL 33134

Mailing Address
201 ALHAMBRA CIRCLE, STE 1400
CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/18/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0672404	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent GRAGG, K. LAWRENCE 200 S. BISCAYNE BLVD., STE 4900 MIAMI FL 33131				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	LEITE, LUIS O	1.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	
NAME	MORAES-PINTO, RICARDO A	2.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	
NAME	LOPES, CAETANO R	3.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	
TITLE	TD	4.1 TITLE	
NAME	ALTIT, PAUL E	4.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	4.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	4.4 CITY-ST-ZIP	
TITLE	CD	5.1 TITLE	
NAME	BAIARDI, RENATO J	5.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	5.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	SOUZA, CARLOS C	6.2 NAME	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	6.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/30/99

Date

305-445-1165

Daytime Phone #

CR2E034 (1/1/98)