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**Mar 03 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 # F95000005076 (3)

1. Corporation Name
RAIL DEVELOPMENT & CONSTRUCTION, INC.



Principal Place of Business: **201 ALHAMBRA CIRCLE, STE 1400 CORAL GABLES FL 33134**
Mailing Address: **201 ALHAMBRA CIRCLE, STE 1400 CORAL GABLES FL 33134-5108**

3. Date Incorporated or Qualified: **10/18/1995**
3a. Date of Last Report: **07/31/1996**
4. FEI Number: **APPLIED FOR 65-0672405**
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LEITE, LUIS O	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MORAES-PINTO, RICARDO A	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	LOPES, CAETANO R	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	ALTTI, PAUL E	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	BAIARDI, RENATO J	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SOUZA, CARLOS C	
STREET ADDRESS	201 ALHAMBRA CIRCLE, STE 1400	
CITY - ST - ZIP	CORAL GABLES FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	CARLOS JORGE HUPSEL DE AZEVEDO	
1.3 STREET ADDRESS	201 Alhambra Circle- Suite 1400	
1.4 CITY - ST - ZIP	Coral Gables, Florida 33134	
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 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]* Assist. Secretary
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

11/29/97 (305) 445-1165
Date Daytime Phone #

CR2E034 (9/96)