

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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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.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0672405	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input checked="" 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 owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input 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	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 <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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.

SIGNATURE _____

CR2E034 (10/97)