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Jan 15 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 # F95000005979 (8)

1. Corporation Name
WESTFALIA INVESTMENTS, INC.

Principal Place of Business
25 COMMERCE DR-2ND FLR
CRANFORD NJ 07016

Mailing Address
25 COMMERCE DR-2ND FLR
CRANFORD NJ 07016-3605



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified

12/07/1995

3a. Date of Last Report

02/14/1996

4. FEI Number

13-3434260

Applied For

Not Applicable

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

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 607.1506, 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 of person named in Block 12 or 13 is required when applicable

(NOTE: Registered Agent signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY- ST- ZIP	DELETE
DCP	PENALOZA, CARLOS J	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input type="checkbox"/>
CEO	PENALOZA, CARLOS J	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input type="checkbox"/>
D	BERACHA, MORRIS	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input type="checkbox"/>
D	DIAZ, SIXTO	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input type="checkbox"/>
V	MCDERMOTT, THOMAS M	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input checked="" type="checkbox"/>
S	BAGNATO, GLENDA	25 COMMERCE DR-2ND FLR	CRANFORD NJ 07016	<input checked="" type="checkbox"/>

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

S V
Joaquin A. Dominguez
25 Commerce Drive
Cranford, NJ 07016

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(3)(b), 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, unchanged, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joaquin Dominguez 1/6/97 908-709-132

Date

Daytime Phone #

CR2E034 (9/96)