

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

FILED
Mar 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 # G21733 (2)
 1. Corporation Name
CARRERA Y CARRERA, INC.

Principal Place of Business 1270 AVE. OF THE AMERICAS SUITE 2708 NEW YORK NY 10020	Mailing Address 2 S. BISCAYNE BLVD. SUITE 3400 MIAMI FL 33131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified 02/04/1983	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 59-2288850	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

9. Name and Address of Current Registered Agent
VALDES-FAULI CORPORATE SERVICES, INC
ONE BISCAYNE TWR.#3400
2 S. BISCAYNE BLVD.
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

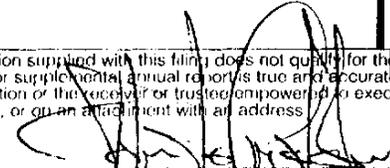
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. 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	TD <input type="checkbox"/> DELETE
NAME	DIAZ, MANUEL CARRERA
STREET ADDRESS	URBANIZACION INTERGOLF
CITY-ST-ZIP	MADRID, SPAIN
TITLE	SD <input type="checkbox"/> DELETE
NAME	MOYA, JUAN JOSE CARRERA
STREET ADDRESS	URBANIZACION INTERGOLF
CITY-ST-ZIP	MADRID, SPAIN
TITLE	D <input type="checkbox"/> DELETE
NAME	ISLA, ANTONIO CALVO
STREET ADDRESS	PASEO ALAMEDA DE OSUNA78
CITY-ST-ZIP	MADRID, SPAIN
TITLE	P <input type="checkbox"/> DELETE
NAME	CRISTOBAL, ROBERTO
STREET ADDRESS	3 BAYBERRY LN
CITY-ST-ZIP	WESTPORT CT 06880
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 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:  **ROBERTO CRISTOBAL** 2/9/98 212 3323170

CR2504 (10/97)