

PROFIT CORPORATION ANNUAL REPORT 1999



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

FILED

99 APR 30 AM 10:57

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # G21733

1. Corporation Name
CARRERA Y CARRERA, INC.

Principal Place of Business Mailing Address
 1270 Ave. of the Americas Suite 2708 New York, NY 10020
 2 S. Biscayne Blvd. Suite 3400 Miami, FL 33131

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 c/o Carlos Loumiet
 22 City & State 27 1221 Brickell Avenue
 23 Zip Country 28 City & State
 24 25 29 30 33131 USA

3. Date Incorporated or Qualified 02/04/1983
 4. FEI Number 59-2288850 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 owes the current year Intangible Personal Property Tax. [] Yes [X] No

9. Name and Address of Current Registered Agent
 Valdes-Fauli Corporate Services, Inc.
 One Biscayne Tower, #3400
 2 S. Biscayne Boulevard
 Miami, Florida 33131

10. Name and Address of New Registered Agent
 81 Name Corporation Service Company
 82 Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street
 83
 84 City Tallahassee FL 85 Zip Code 32301

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]* DATE 4-30-99

12. OFFICERS AND DIRECTORS

TITLE	T/D	<input type="checkbox"/> DELETE
NAME	Diaz, Manuel Carrera	
STREET ADDRESS	Urbanizacion Intergolf	
CITY-ST-ZIP	Madrid, SPAIN	
TITLE	S/D	<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 Osuna 78	
CITY-ST-ZIP	Madrid, SPAIN	
TITLE	P	<input type="checkbox"/> DELETE
NAME	Cristobal, Roberto	
STREET ADDRESS	3 Bayberry Lane	
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

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	500002859825-3
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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]* February 8th, 1999