

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

FILED  
Mar 26 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 # J99979 (3)  
1. Corporation Name  
PRADES (USA), INC.

Principal Place of Business % CARIBE NATIONAL REALTY CORP. 201 SEVILLA AVE., STE.302 CORAL GABLES FL 33134	Mailing Address % CARIBE NATIONAL REALTY CORP. 201 SEVILLA AVE., STE.302 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 10/27/1987	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 65-0055107		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	30 Country		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	

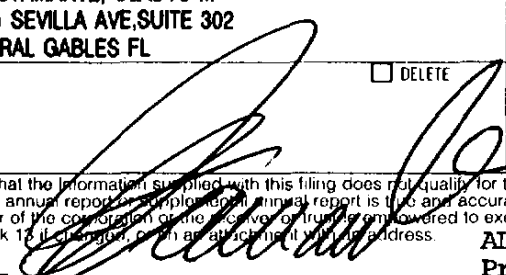
9. Name and Address of Current Registered Agent MURAL, WALD, BIONDO, MATTHEWS & MORENO 25 SOUTHEAST 2ND AVENUE 900 INGRAHAM BLDG. MIAMI FL 33131		10. Name and Address of New Registered Agent 81 Name CARRERAS, RAUL, JR. 82 Street Address (P.O. Box Number is Not Acceptable) 999 Ponce de Leon Boulevard 83 Suite 720 84 City Coral Gables FL 85 Zip Code 33134	
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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  DATE Feb. 26, 1998  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUSTAMANTE, ALBERTO I	1.2 NAME	
STREET ADDRESS	201 SEVILLA AVE,SUITE 302	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUSTAMANTE DE LOPEZ, MARIA A	2.2 NAME	
STREET ADDRESS	201 SEVILLA AVE,SUITE 302	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUSTAMANTE, ANA L	3.2 NAME	
STREET ADDRESS	201 SEVILLA AVE,SUITE 302	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUSTAMANTE, C	4.2 NAME	
STREET ADDRESS	201 SEVILLA AVE,SUITE 302	4.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	4.4 CITY-ST-ZIP	
TITLE	T	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUSTAMANTE, GLADYS M	5.2 NAME	
STREET ADDRESS	201 SEVILLA AVE,SUITE 302	5.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 simplified 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 of this report, with an attachment with my address.

SIGNATURE:  ALBERTO BUSTAMANTE I.  
President Feb 26, 1998 (305) 448-8811

CR2E034 (10/97)