

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

FILED
Apr 13 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 # L21447
 1. Corporation Name

FAM7 AMERICA, INC.

Principal Place of Business Mailing Address
 c/o HERMINIA FERNANDEZ
 999 PONCE DE LEON BLVD. #705
 CORAL GABLES, FL 33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2200 N.W. 102 AVE. 22 SUITE APT. #, etc. UNIT #1 23 MIAMI, FL 24 Zip 33172 25 Country USA	2a. Mailing Address 26 % GARY D. LIPSON 27 914 MATANZAS AVE. 28 CORAL GABLES, FL 29 Zip 33146 30 Country USA	3. Date Incorporated or Qualified OCTOBER 10, 1989	4. FEI Number 65-0148747 Applied For <input type="checkbox"/> Not Applicable	5. Certificate of Status Desired <input 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent
 IGNACIO MERCHUK
 72 25 N.W. 25 STREET
 SUITE 305
 MIAMI, FL 33131

10. Name and Address of New Registered Agent
 81 Name GARY D. LIPSON
 82 Street Address (P.O. Box Number is Not Acceptable) 914 MATANZAS AVE
 83
 84 City CORAL GABLES FL 85 Zip Code 33146

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: *GARY D. LIPSON* 4/3/98
Signature of person named in this statement is not applicable. (NOT) Registered Agent signature required when registering. DATE

12. OFFICERS AND DIRECTORS		
TITLE	D/P	<input type="checkbox"/> DELETE
NAME	IGNACIO MERCHUK	
STREET ADDRESS	2200 N.W. 102 AVE. #1	
CITY-ST-ZIP	MIAMI, FL 33172	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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		
14 CITY-ST-ZIP		
21 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	JORGE SPAMPINATO	
23 STREET ADDRESS	2200 N.W. 102 AVE. #1	
24 CITY-ST-ZIP	MIAMI, FL 33172	
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.

SIGNATURE: *JORGE SPAMPINATO* 4.3.98 305.477.1704
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (10/97)