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FILED
Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L26290 (1)

1. Corporation Name
NEW HOPE SOUTH, INC.

Principal Place of Business % DONALD W. CARSON 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480	Mailing Address % DONALD W. CARSON 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480-4020
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 10/27/1989	3a. Date of Last Report 03/20/1996
				4. FEI Number 59-0153057	Applied For Not Applicable
				5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$8.75 Additional Fees Required <input type="checkbox"/> \$5.00 May Be Added to Fees
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CARSON, DONALD W. 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL	
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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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSD VALDIVIA, JOSE F., JR. 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CCEO FANJUL, ALFONSO 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	D/C/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCPD FANJUL, JOSE 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	D/VC/P/COO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVSD CARSON, DONALD W. 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	D/Exec.V/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVD RECIO, ALBERTO 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	D/Sr.V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VT BLOMQUIST, ERIK J. 316 ROYAL POINCIANA PL PALM BEACH FL <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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, changed, or on an attachment with an address.

SIGNATURE: Jose F. Valdivia, Jr. Jose F. Valdivia, Jr., Vice President 4-4-97 561-655-6303
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**ATTACHMENT TO
PROFIT
CORPORATION
ANNUAL REPORT
1997**

DOCUMENT # L26290 (1)

1. Corporation Name

NEW HOPE SOUTH, INC.

13. - CONTINUED ADDITIONS / CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Baker, David	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Boyette, Van R.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Cepero, Gustavo R.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Dominicis, Jorge A.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	Exec.V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Fanjul, Andrés B.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Fernández, Luis J.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Hernández, Oscar R.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	AS/CLO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Klock, Jr. Joseph P.	
STREET ADDRESS	4000 Southeast Financial Center, 41st Floor	
CITY-ST-ZIP	Miami, Florida 33131	

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TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Lima, Ricardo A.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V/AT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	de la O, Arturo	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Rosendahl, Peter C.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V/AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Ross, Daniel D.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Ryan, IV, Allan A.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V/AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Tarr, William F.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	AV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Winterling, Christine	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	