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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katharine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # L29745			
1. Corporation Name ALEYMANI (U.S.A.) COMPANY			
Principal Place of Business NATION-BANK-TOWER 100-SE-2ND-STREET, 37TH FLOOR MIAMI-FL 33131 US		Mailing Address NATION-BANK-TOWER 100-SE-2ND-STREET, 37TH FLOOR MIAMI-FL 33131 US	
2. Principal Place of Business 21 701 Brickell Ave. Suite, Apt. #, etc. 22 #2000 City & State 23 Miami, Florida Zip Country 24 33131 25 USA		2a. Mailing Address 26 701 Brickell Ave. Suite, Apt. #, etc. 27 #2000 City & State 28 Miami, Florida Zip Country 29 33131 30 USA	
9. Name and Address of Current Registered Agent BEFELER, GEORGE NATIONS-BANK-TOWER, 37TH FLOOR 100-SE-2ND-STREET MIAMI-FL 33131			
10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 701 Brickell Ave. 84 City Miami FL 85 Zip Code 33131			
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 <u>[Signature]</u> DATE <u>4-20-99</u>			
12. OFFICERS AND DIRECTORS TITLE <input type="checkbox"/> DELETE NAME D ALONSO, MANUEL STREET ADDRESS EL DORADO APTO POSTAL CITY-ST-ZIP REPUBLIC OF PANAMA TITLE <input type="checkbox"/> DELETE NAME D ALONSO, ALEJANDRO STREET ADDRESS EL DORADO APTO POSTAL CITY-ST-ZIP REPUBLIC OF PANAMA 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 1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition 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 2 or Block 13 if changed, or on an attached memorial with an address, with all other like empowered.

SIGNATURE: [Signature] **Alejandro Alonso** 4/14/99 (507) 221-3341
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)