FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **L42483** **(2)**

1. Corporation Name

BORDER ENTERPRISES ONSHORE, INC.

Principal Place of Business	Mailing Address
336 SEVILLA AVENUE 102 CORAL GABLES FL 33134 US	336 SEVILLA AVE STE 102 CORAL GABLES FL 33134 US

3. Date Incorporated or Qualified: 01/12/1990
3a. Date of Last Report: 02/13/1995
4. FEI Number: 65-0166048 — Applied For / Not Applicable
5. Certificate of Status Desired [X] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [X] Yes [ ] No

2. Principal Place of Business	2a Mailing Address
21 340 MINORCA AV.	26 340 MINORCA AV.
Suite, Apt #, etc 22 7	Suite, Apt #, etc 27 7
City & State 23 CORAL GABLES, FL	City & State 28 CORAL GABLES, FL
Zip 24 33134 Country 25 DADE	Zip 29 33134 Country 30 DADE

9. Name and Address of Current Registered Agent

REBOREDO, GASTON
336 SEVILLA AVE
STE 102
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name: REBOREDO, GASTON JR.
82 Street Address (P.O. Box Number is Not Acceptable): 340 MINORCA AV.
83 SUITE 7
84 City: CORAL GABLES FL 85 Zip Code: 33134

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] GASTON REBOREDO 1/22/96

NOTE: Registered Agent signature required when reinstating — DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPS [ ] DELETE	1.1 TITLE	D, P, T [X] Change [ ] Addition
NAME	REBOREDO, GASTON FR.,	1.2 NAME	REBOREDO, GASTON JR.
STREET ADDRESS	1107 ADVANA AVE	1.3 STREET ADDRESS	340 MINORCA AV. #7
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	CORAL GABLES, FL 33134
TITLE	DVT [ ] DELETE	2.1 TITLE	D, VP, S [X] Change [ ] Addition
NAME	REBOREDO FERNANDEZ, G	2.2 NAME	REBOREDO F., GASTON
STREET ADDRESS	1107 ADVANA AVE	2.3 STREET ADDRESS	340 MINORCA AV. #7
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	CORAL GABLES, FL 33134
TITLE	V [X] DELETE	3.1 TITLE	D, VP [ ] Change [X] Addition
NAME	REBOREDO, REBECA	3.2 NAME	REBOREDO, MARINA
STREET ADDRESS	336 SEVILLA AVE SUITE 102	3.3 STREET ADDRESS	340 MINORCA AV. #7
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	CORAL GABLES, FL 33134
TITLE	[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	5.1 TITLE	~~700001715567~~ [ ] Change [ ] Addition
NAME		5.2 NAME	~~-02/15/96--01048--008~~
STREET ADDRESS		5.3 STREET ADDRESS	~~***200.00~~
CITY-ST-ZIP		5.4 CITY-ST-ZIP	~~700001715567~~
TITLE	[ ] DELETE	6.1 TITLE	-02/15/96--01048--008 [ ] Change [ ] Addition
NAME		6.2 NAME	***208.75
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: [signature] GASTON REBOREDO 1/22/96 (305) 527-0488

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)

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