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Jan 28 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # L70405 (0)

1. Corporation Name
PALM PRODUCE VII, INC.



Principal Place of Business
3434 MAIN HWY
326 GRANDON BLVD. #116
COCONUT GROVE FL 33133
US

Mailing Address
3434 MAIN HWY
COCONUT GROVE FL 33133-5916
US

3. Date Incorporated or Qualified 05/04/1990
3a. Date of Last Report 04/29/1996
4. FEI Number 65-0214981
Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fees 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 Yes No

2. Principal Place of Business
21 Suite, Apt #, etc.
22 City & State
23 Zip Country
24 25
2a. Mailing Address
26 Suite, Apt #, etc.
27 City & State
28 Zip Country
29 30

9. Name and Address of Current Registered Agent
LONG, BARRY
3737 METHESON AVENUE
COCONUT GROVE FL 33133

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

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 typed or printed name of registered agent and title if applicable. (NOTE Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE DP DELETED
NAME LONG, BARRY
STREET ADDRESS 3737 METHESON AVE
CITY-ST-ZIP COCONUT GROVE FL
TITLE DVP DELETED
NAME LICATA, STEPHEN
STREET ADDRESS 4110 EL PRADO BLVD
CITY-ST-ZIP COCONUT GROVE FL
NAME DELETED
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETED
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETED
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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 if changed, or on an attachment with an address.

SIGNATURE: [Signature] 1/20/97 305 445-5375
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)