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

PROFIT
CORPORATION
ANNUAL REPORT
**1999**

FLORIDA DEPARTMENT OF STATE
**Katherine Harris**
Secretary of State
DIVISION OF CORPORATIONS

99 APR 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # L74076

1. Corporation Name
Pacific Security Investment Corp

Principal Place of Business
C/o: CPG Holdings Inc
One Biscayne Tower, Suite 1470
Miami, FL 33131

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 5/16/1990

4. FEI Number: 65-0198042 — Applied For / Not Applicable

5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business
21 Suite, Apt #, etc
22 City & State
23 Zip 24 Country 25

2a. Mailing Address: Same
26 Suite, Apt #, etc
27 City & State
28 Zip 29 Country 30

9. Name and Address of Current Registered Agent
Haft & Associates P.A.
1101 Brickell Avenue
Suite 800
Miami FL 33131

10. Name and Address of New Registered Agent
81 Name: Richard Lee PA
82 Street Address (P.O. Box Number Is Not Acceptable): 2655 Le Jeune Road
83 5th Floor
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: BY: RICHARD S. LEE, P.A. PRESIDENT 4-20-99
Signature, typed or printed name of registered agent and title if applicable — (NOTE: Registered Agent must sign in order to file this change) — Date

12. OFFICERS AND DIRECTORS

TITLE [ ] DELETE
NAME: D Felipe Antonio Custet
STREET ADDRESS: One Biscayne Tower, #1470
CITY-ST-ZIP: Miami, FL 33131

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
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TITLE [ ] DELETE
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CITY-ST-ZIP

TITLE [ ] DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE [ ] Change [ ] Add
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

700002859477--1
-04/30/99--01142--021
****750.00 ****150.00

21 TITLE [ ] Change [ ] Add
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE [ ] Change [ ] Add
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE [ ] Change [ ] Add
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE [ ] Change [ ] Add
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE [ ] Change [ ] Add
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

JB 4-23

CR2E034 (11/98)

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, with all other like empowered.

**SIGNATURE:** 3/22/99 (305) 373-3734
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #