
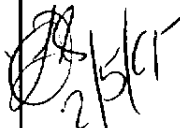


**FILE NOW: Fee after May 1, will be \$588.75**

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>	
<b>FILING FEE \$ 203.75</b>		<b>Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>COSTAFRUIT, L.C. 1287 W. ATLANTIC BLVD. POMPANO BEACH FL 33069</b>		<b>DOCUMENT # L93000000389</b>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>1a. Principal Place of Business Address</b>  <b>1287 W. ATLANTIC BLVD. POMPANO BEACH FL 33069</b>  <b>3. Date Organized or Qualified</b> <b>3a. State of Formation</b> <b>11/10/1993</b> <b>FL</b> <b>4. FEI Number</b> <input type="checkbox"/> Applied For <b>65-0443370</b> <input type="checkbox"/> Not Applicable <b>5. Date of Last Report</b> <b>6. Certificate of Status Desired</b> <b>02/09/1996</b> <b>\$8.75 Additional Fee Required</b> <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  <b>LEVY &amp; COMPANY, INC. 1287 W. ATLANTIC BLVD. POMPANO BEACH FL 33069</b>		<b>8. Name and Address of New Registered Agent</b>  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City      Zip Code <div style="text-align: right;"><b>FL</b></div>	
<b>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</b>			
<b>SIGNATURE</b> _____		<b>DATE</b> _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGRM	LEVY & COMPANY, INC.	1287 W. ATLANTIC BLVD.	POMPANO BEACH FL
MEM	CHIRON INVESTMENTS, IN	2ND FLOOR, AANGO ORILLAC B	PANAMA CITY, REPUBLIC
<del>MEM</del>	<del>MELONES DE CENTRO AM,</del>	<del>APDO 230 1005</del>	<del>SAN JOSE, COSTA RICA</del>
<b>700002080847--6</b> <b>-02/06/97--01134--013</b> <b>****203.75 ****203.75</b>  <b>1/27/97 954-785-9400</b>			
<b>11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.</b>			
<b>SIGNATURE:</b> <u>Levy &amp; Co Inc. by Alan J. Levy</u>		<b>DATE</b> <u>1/27/97</u> <b>Daytime Phone #</b> <u>954-785-9400</u>	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			