

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
--	--

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

99 APR 15 AM 10:46

FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L97000001295**

VARE INVESTMENTS, L.C.
 12365 S.W. 18 STREET #107
 MIAMI FL 33175

1a. Principal Place of Business Address
 12365 S.W. 18 STREET #107
 MIAMI FL 33175

2. Principal Place of Business MIAMI 12365 SW 18 Street Suite, Apt. #, etc. #107 City & State Miami, FLA Zip Country U.S.A.		2a. Mailing Address 12365 SW 18 Street Suite, Apt. #, etc. #107 City & State Miami, FLA Zip Country U.S.A.		3. Date Organized or Qualified 11/18/1997	3a. State of Formation FL
				4. FEI Number 65-0797522	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
				5. Date of Last Report 03/16/1998	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent VALERO, FERNANDO A 12365 S.W. 18 STREET #107 MIAMI FL 33175	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
--	--

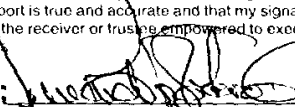
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	VALERO, FERNANDO A	12365 S.W. 18 STREET #107	MIAMI FL
MGR	REY, MARIA V	12365 S.W. 18 STREET #107	MIAMI FL

6100002847876--0
 -04/22/99--01031--006
 ****189.00 ****189.00

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 of 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.

SIGNATURE:  Fernando A Valero 4/15/99 (303) 262-2673