


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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED 1998 MAY -3 AM 11:10 5/7													
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>															
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L98000001294</b> <b>PROACTIVA TRADING LLC</b> <b>P.O. BOX 49-1183</b> <b>KEY BISCAVNE FL 33149</b>		<b>1a. Principal Place of Business Address</b> <b>2300 CORAL WAY, SUITE 103</b> <b>MIAMI FL 33145</b>															
<b>2. Principal Place of Business</b> Suite, Apt. #, etc. City & State Zip      Country		<b>2a. Mailing Address</b> Suite, Apt. #, etc. City & State Zip      Country		<b>3. Date Organized or Qualified</b> <b>07/30/1998</b> <b>3a. State of Formation</b> <b>FL</b> <b>4. FEI Number</b> <b>105-0854340</b> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <b>5. Date of Last Report</b> <b>N A</b> <b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required													
<b>7. Name and Address of Current Registered Agent</b> <b>DADE CORPORATE SERVI, CES</b> <b>2300 CORAL WAY, SUITE 103</b> <b>MIAMI FL 33145</b>			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City      Zip Code <b>FL</b>														
<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> SIGNATURE <u>Vivian Williams</u> <b>Vivian Williams President Dade Corp. Serv. 4-29-99</b> <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when necessary)</small>																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">10. Title</th> <th style="width: 30%;">Managing Members/Managers</th> <th style="width: 30%;">Business Street Address</th> <th style="width: 30%;">City, State and Zip Code</th> </tr> <tr> <td>MGRM</td> <td>GARIBOLDI, VICTOR G</td> <td>2300 CORAL WAY, SUITE 103</td> <td>MIAMI FL</td> </tr> <tr> <td>MGRM</td> <td>MONZANI, ANDREA V</td> <td>2300 COPAL WAY, SUITE 103</td> <td>MIAMI FL</td> </tr> </table>						10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	MGRM	GARIBOLDI, VICTOR G	2300 CORAL WAY, SUITE 103	MIAMI FL	MGRM	MONZANI, ANDREA V	2300 COPAL WAY, SUITE 103	MIAMI FL
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<b>200002873222--8</b> <b>-05/13/99--01008--017</b> <b>****197.50 ****197.50</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>VICTOR G. GARIBOLDI</u> <b>4/14/99</b> <b>305-858-5888</b> <small>SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER</small>																	