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

0222405

DOCUMENT # M14576

1. Corporation Name
PROFESSIONAL MODIFICATION SERVICES, INC.

Principal Place of Business	Mailing Address
5300 NW 36 ST. MIA HANGAR 8, BLDG 63 MIAMI FL 33122 US	~~P.O. BOX 52-2602~~ ~~MIAMI FL 33152~~ US

DO NOT WRITE IN THIS SPACE

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

2a. Mailing Address
26 2665 S. Bayshore Dr.
Suite, Apt #, etc.
27 Suite 800
City & State
28 Miami, FL
Zip 29 33133 Country 30

3. Date Incorporated or Qualified
04/26/1985
4. FEI Number
59-2541437
[ ] 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. The corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

KLEIN, PETER W.
% TRIVEST, INC.
2665 S. BAYSHORE DR., 8TH FLOOR
MIAMI 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

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	ENRIQUE, ALVAREZ	
STREET ADDRESS	5300 NW 36TH	
CITY-ST-ZIP	MIAMI FL	
TITLE	CD	[ ] DELETE
NAME	SARAF, YOEL	
STREET ADDRESS	5300 NW 36 STREET	
CITY-ST-ZIP	MIAMI FL	
TITLE	VTD	[ ] DELETE
NAME	CHAMEBERLAIN, THOMAS	
STREET ADDRESS	5300 NW 36TH STREET	
CITY-ST-ZIP	MIAMI FL	
TITLE	~~VD~~ ~~/COO~~	[ ] DELETE
NAME	GARCIA, MANUEL	
STREET ADDRESS	5300 NW 36TH STREET	
CITY-ST-ZIP	MIAMI FL	
TITLE	~~VSD~~ CEO/D	[ ] DELETE
NAME	TZUR, AVIV	
STREET ADDRESS	5300 NW 36 ST	
CITY-ST-ZIP	MIAMI FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	AS	[ ] Change [✓] Addition
12 NAME	Richard L. Dunn	
13 STREET ADDRESS	7500 NW 26 ST.	
14 CITY-ST-ZIP	Miami FL	
21 TITLE	VP - Maintenance	[ ] Change [✓] Addition
22 NAME	Gerardo Hernandez	
23 STREET ADDRESS	5300 NW 36 St	
24 CITY-ST-ZIP	Miami FL	
31 TITLE	VP/T	[✓] Change [ ] Addition
32 NAME	Thomas Chamberlain	
33 STREET ADDRESS	5300 NW 36 ST.	
34 CITY-ST-ZIP	Miami FL	
41 TITLE	COO	[✓] Change [ ] Addition
42 NAME	Manuel Garcia	
43 STREET ADDRESS	5300 NW 36 ST	
44 CITY-ST-ZIP	Miami, FL	
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

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****150.00 ****150.00

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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: [signature] 3-22-99 305/838-[illegible]

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Marilyn R. Kuscher Asst. Sec.

Directors, Officers Report

Professional Modification Services, Inc.

February 19, 1999

DIRECTORS

Enrique Alvarez — **Director**
Effective: September 29, 1998

Richard L. Dunn — **Director**
Effective: September 29, 1998

Derek A. McDowell — **Director**
Effective: June 30, 1998

Yoel Saraf, Mr. — **Director**
Effective: June 30, 1998

Aviv Tzur — **Director**
Effective: September 29, 1998

OFFICERS

Yoel Saraf, Mr. — **Chairman of the Board**
Effective: May 28, 1991

Enrique Alvarez — **President**
Effective: June 22, 1998

Aviv Tzur — **Chief Executive Officer**
Effective: September 29, 1998

Peter W. Klein — **Secretary**
Effective: July 01, 1998

Derek A. McDowell — **Vice President**
Effective: July 01, 1998

Thomas L. Chamberlain — **Treasurer**
Effective: June 22, 1998

Vice President - Sales & Marketing
Effective: September 29, 1998

Richard L. Dunn — **Assistant Secretary**
Effective: September 29, 1998

Manuel Garcia — **Chief Operating Officer**
Effective: June 22, 1998

Gerardo Hernandez — **Vice President - Maintenance**

3

Effective: September 29, 1998

Marilyn D. Kuffner Effective: July 01, 1998	**Assistant Secretary**
Dale A. Stohr Effective: July 01, 1998	**Assistant Secretary**
Guy Tickner Effective: September 29, 1998	**Controller**