2004 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# M39217

Entity Name: POTAMKIN TOYOTA, INC.

FILED Apr 29, 2004 Secretary of State

Current Principal Place of Business:	New Principal Place of Business:
--------------------------------------	----------------------------------

19390 NW 2 AVENUE MIAMI, FL 33169 US

Current Mailing Address: New Mailing Address:

19390 NW 2 AVENUE MIAMI, FL 33169 US

FEI Number: 59-2736419 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

AUSTIN, MICHELLE M ESQ.
2333 PONCE DE LEON BLVD
STE 600
CORAL GABLES, FL 33134 US

AUSTIN, MICHELLE M ESQ.
2333 PONCE DE LEON BLVD
STE 600
CORAL GABLES, FL 33134 US

CORAL GABLES, FL 33134 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: MICHELLE M. AUSTIN 04/29/2004

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

City-St-Zip:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: DP () Delete Title: D (X) Change () Addition
Name: POTAMKIN, ALAN H.,
Address: 16600 NW 57TH AVE. Address: ONE CASUARINA CONCOURSE

MIAMI, FL City-St-Zip: CORAL GABLES, FL 33143

Title: DT () Delete Title: D (X) Change () Addition

Name:POTAMKIN, ROBERT M.,Name:POTAMKIN, ROBERT M.Address:16600 NW 57TH AVE.Address:C/O ONE CASUARINA CONCOURSE

City-St-Zip: MIAMI, FL City-St-Zip: CORAL GABLES, FL 33143

Title: DS () Delete Title: T/S (X) Change () Addition Name: YUSKO, DAVID Name: YUSKO, DAVID

Address: 2333 PONCE DE LEON BLVD STE 600 Address: 2333 PONCE DE LEON BLVD STE 600

City-St-Zip: MIAMI, FL 33134 City-St-Zip: MIAMI, FL 33134

 Title:
 () Delete
 Title:
 P () Change (X) Addition

 Name:
 Name:
 SCHOLS, MARK

 Address:
 Address:
 2333 PONCE DE LEON BLVD #600

 City-St-Zip:
 City-St-Zip:
 CORAL GABLES, FL 33134

Title: () Delete Title: VP () Change (X) Addition

Name: Name: PFEIFER, ANDREW

 Address:
 Address:
 2333 PONCE DE LEON BLVD#600

 City-St-Zip:
 City-St-Zip:
 CORAL GABLES, FL 33134

Title: () Delete Title: VPAS () Change (X) Addition

 Name:
 Name:
 FARR, VERONICA

 Address:
 Address:
 2333 PONCE DE LEON BLVD #600

 City-St-Zip:
 City-St-Zip:
 CORAL GABLES, FL 33134

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: VERONICA FARR VP 04/29/2004

FRIEDER, BARRY EVP 2333 PONCE DE LEON BLVD #600 CORAL GABLES, FL 33134