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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M42130

1. Corporation Name
SUBJECT TO CHANGE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
% PIERRE SCHMIDT
420 ESPANOLA WAY
MIAMI BCH FL 33139

Mailing Address
% PIERRE SCHMIDT
420 ESPANOLA WAY
MIAMI BCH FL 33139

3. Date Incorporated or Qualified
11/21/1986

4. FEI Number
59-2763316
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. This corporation owes the current year Intangible Personal Property Tax.
Yes No

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

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

10. Name and Address of New Registered Agent

9. Name and Address of Current Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code
FL

PIERRE, MARCEL
420 ESPANOLA WAY
MIAMI BEACH FL 33139

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 Pierre Harris - PR DATE 03-15-99

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '12

TITLE PD
NAME MARCEL, PIERRE MICHAEL
STREET ADDRESS 420 ESPANOLA WAY
CITY-ST-ZIP MIAMI BEACH FL 33139

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME LERE, FREDERIC
STREET ADDRESS 158 OLEAN DR
CITY-ST-ZIP MIAMI BEACH FL 33139

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS 158 OLEAN DR
2.4 CITY-ST-ZIP

TITLE SD
NAME RODRIGUEZ, LUIS CARLOS
STREET ADDRESS 420 ESPANOLA WAY
CITY-ST-ZIP MIAMI BEACH FL 33139

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D
NAME OLIVIER, JACQUES
STREET ADDRESS 67 E STREET
CITY-ST-ZIP ONEONTA NY

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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: Pierre Harris - PR DATE 03-15-99 DAYTIME PHONE # 305-672-5505

CR2E034 (1/98)