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Jun 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # M49346 (3)
1. Corporation Name
TERRAFORMA COMPANY



Principal Place of Business 3914 PONCE DELEON BLVD. CORAL GABLES FL 33134 US	Mailing Address 816 JERONIMO DRIVE CORAL GABLES FL 33146-1348
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/30/1987	3a. Date of Last Report 04/30/1996
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21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 65-0010183	Applied For Not Applicable
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22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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23. Zip	25. Country	28. Zip	30. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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24. Zip	25. Country	29. Zip	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
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SARIEGO, JOSE M. C/O KELLEY DRYE & WARREN 201 S. BISCAYNE BLVD., 2400 MIAMI CENTER MIAMI FL 33131	81. Name MARIA ELENA ALVAREZ	82. Street Address (P.O. Box Number is Not Acceptable)	83. City	84. Zip Code
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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 Maria E. Alvarez	DATE 4/29/97
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12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME STREET ADDRESS CITY-ST-ZIP PD DEL RIO, CHIAVACCI O 816 JERONIMO DRIVE CORAL GABLES FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP SD DEL RIO, FREDIA 3914 PONCE DE LEON BLVD CORAL GABLES FL	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP Y ALVAREZ, MARIA ESCOBAR AVE CORAL GABLES, FL 33134	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	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 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 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 or changed, or on an attachment with an address.

SIGNATURE: Sandra B. Mortham	DATE: 5/27/97	PHONE: 305 663-5888
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CR2E034 (9/96)