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May 05 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Morth
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N94000000153 (6)
1. Corporation Name
GRACES OF AMERICA, INC.



Principal Place of Business: 6601 SW 137TH COURT-STE. A MIAMI FL 33183
Mailing Address: 6601 SW 137TH COURT-STE. A MIAMI FL 33183

3. Date Incorporated or Qualified: 01/03/1994
4. FEI Number: 65-0458761
Applied For: Not Applicable:

2. Principal Place of Business: 21. same
2a. Mailing Address: 2a. same
22. Suite, Apt. #, etc.
23. City & State
24. Zip, 25. Country, 29. Zip, 30. Country

6. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
MANTILLA, GILBERTO
6601 SW 137TH COURT-STE. A
MIAMI FL 33183

10. Name and Address of New Registered Agent
81. Name: same
82. Street Address (P.O. Box Number is Not Acceptable):
83. City:
84. City: FL 85. Zip Code:

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: *[Signature]*
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VSD	1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANTILLA, GILBERTO L	1. NAME	same
STREET ADDRESS	6601 S.W. 137TH CRT. STE. A	1. STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1. CITY-ST-ZIP	
TITLE	PD	2. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OGDEN, IRMA	2. NAME	same
STREET ADDRESS	2150 SANS SOUSI BLVD APT A-903	2. STREET ADDRESS	
CITY-ST-ZIP	N MIAMI FL	2. CITY-ST-ZIP	
TITLE	TD	3. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AGREDA, TARCILA B	3. NAME	same
STREET ADDRESS	6601 S.W. 137TH CRT. STE. A	3. STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33183	3. CITY-ST-ZIP	
TITLE	D	4. TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SARA KELLY	4.2 NAME	C/D
STREET ADDRESS	6601 SW 137 CT. STE 2	4.1 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33183	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIAZ-PADRON, LUISA	5.2 NAME	C/D
STREET ADDRESS	3537 NW 6 ST.	5.3 STREET ADDRESS	LORENZO VARGAS
CITY-ST-ZIP	MIAMI FL 33135	5.4 CITY-ST-ZIP	6601 SW 137 CT. STE. A MIAMI FL 33183
TITLE	D	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDOR TERNIYIK	6.2 NAME	C/D
STREET ADDRESS	119 CIBAO CT. SUITE -2	6.3 STREET ADDRESS	CARLOS MORENO
CITY-ST-ZIP	MIAMI FL 33134	6.4 CITY-ST-ZIP	201 N.W. 72 AV. ST. 208 MIAMI, FL. 33126-4313

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* GILBERTO MANTILLA APR. 22.98 (BA) 446-5531
Signature and typed or printed name of signing officer or director Date Daytime Phone # 003840

CR2E037 (10/97)