

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Apr 11 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 # P08290 (9)

1. Corporation Name
HEMATITE INVESTMENTS, INC.

Principal Place of Business	Mailing Address
18. MACKAY BROWN, ESQUIRE SUITE 100, 7100 N. KENDALL DRIVE MIAMI FL 33156	18. MACKAY BROWN, ESQUIRE SUITE 100, 7100 N. KENDALL DRIVE MIAMI FL 33156-7883

3. Date Incorporated or Qualified 12/05/1985	3a. Date of Last Report 04/01/1996
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2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-1850982	Applied For Not Applicable
21. ORION INVESTMENT AND MANAGEMENT LTD. CORP. 9000 S.W. 152 STREET, STE. #106 MIAMI, FLORIDA 33167 P.O. BOX 560607 MIAMI, FLORIDA 33256 (805) 278-8400	26. Suite, Apt. 27. City & State 28. Zip 29. Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24. Country	30. Country	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
BROWN, B. MACKAY SUITE 100 7100 N. KENDALL DRIVE MIAMI FL 33156	81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 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 _____ DATE _____
(Signature typed or printed name of registered agent and fee, if applicable) (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME STREET ADDRESS CITY-ST-ZIP	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	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 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/24/97

Date

305-278-8400

Daytime Phone #

CR2E034 (9/96)