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Feb 18 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P17819 (4)
1. Corporation Name
ALCOCK CO LTD



DO NOT WRITE IN THIS SPACE

Principal Place of Business C/O JOSEPH H. HUPPERT 11440 N KENDALL DR #201 MIAMI FL 33176		Mailing Address C/O JOSEPH H. HUPPERT 11440 N KENDALL DR #201 MIAMI FL 33176	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent COHEN, DAVID 8085 NW 167TH STREET B-7 MIAMI FL 33015		10. Name and Address of New Registered Agent	
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 *[Signature]* (NOTE: Registered Agent signature required when reinstating) DATE *[Signature]*

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD	1.1 TITLE	
NAME	BONACA, CALLE L EDIFICI	1.2 NAME	
STREET ADDRESS	SEGUNDO PISO, URBANIZACION LA TRINIDAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CARACAS VE	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	BONACA, CALLE L EDIFICI	2.2 NAME	
STREET ADDRESS	SEGUNDO PISO, URBANIZACION LA TRINIDAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CARACAS VE	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	DAVID COHEN	3.2 NAME	
STREET ADDRESS	8085 NW 167TH ST B7	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: *[Signature]*

1/21/98

CR2E034 (10/97)