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

0189075

PROFIT
CORPORATION
ANNUAL REPORT
1999

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

99 APR 28 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P35927

1. Corporation Name
FENNVILLE HOLDINGS, LIMITED COMPANY

Principal Place of Business	Mailing Address
4 COLUMBUS CENTRE WICKHAMS CAY, ROAD TOWN TORTOLA, B. VIRGIN ISLANDS	701 BRICKELL AVE. SUITE 850 MIAMI FL 33131-2851

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt. #, etc
22 City & State
23 Zip 24 Country 25

2a. Mailing Address
26 Suite, Apt. #, etc
27 City & State
28 Zip 29 Country 30

3. Date Incorporated or Qualified
10/15/1991

4. FEI Number
NOT APPLICABLE
[ ] 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

9. Name and Address of Current Registered Agent
SULLIVAN, JOHN S
701 BRICKELL AVENUE
SUITE 850
MIAMI FL 33131

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

200002861862--5
-05/04/99--01053--001
***1800.00 ***150.00

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. The party accepts the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature of typed or printed name of registered agent or authorized officer) (NOTE: Registered Agent Signature Required) (Date)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[ ] DELETE	11 TITLE	[X] Change [ ] Add
NAME	MANSFIELD, ABDIEL		12 NAME	
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		13 STREET ADDRESS	Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		14 CITY-ST-ZIP	Piso no. 10 Panama 1, Rep. de Panama
TITLE	P	[ ] DELETE	21 TITLE	[X] Change [ ] Add
NAME	MANSFIELD, ABDIEL		22 NAME	
STREET ADDRESS	AVE. FEDERICO BOYD 33		23 STREET ADDRESS	Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, PANAMA		24 CITY-ST-ZIP	Piso no. 10 Panama 1, Rep. de Panama
TITLE	S	[ ] DELETE	31 TITLE	[X] Change [ ] Add
NAME	ZARAK DE LA GUARDIA , LUIS CARLOS		32 NAME	
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		33 STREET ADDRESS	Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		34 CITY-ST-ZIP	Piso no. 10 Panama 1, Rep. de Panama
TITLE	AS	[ ] DELETE	41 TITLE	[X] Change [ ] Add
NAME	LEDEZMA, HERIBERTO		42 NAME	
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		43 STREET ADDRESS	Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		44 CITY-ST-ZIP	Piso no. 10 Panama 1, Rep. de Panama
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Add
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

CR2E034 (11/98)

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: _____ Abdiel Mansfield 4/23/99 (011507) 263-9355
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Telephone Number