FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **P39916** **(2)**

1. Corporation Name
BRIARCLIFF HOLDINGS, LIMITED COMPANY

Principal Place of Business
4 COLUMBUS CENTRE
WICKHAMS CAY. ROAD TOWN
TORTOLA BRITISH VIRGIN ISLAN

Mailing Address
801 BRICKELL AVE.
SUITE 1301
MIAMI FL 33131

3. Date Incorporated or Qualified: 08/04/1992
3a. Date of Last Report: 04/27/1995

4. FEI Number: NOT APPLICABLE — Applied For / Not Applicable

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

2a. Mailing Address (26): 701 Brickell Avenue
Suite, Apt. #, etc. (27): Suite 850
City & State (28): Miami, Florida
Zip (29): 33131 Country (30): USA

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 has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent
SULLIVAN, JOHN S.
801 BRICKELL AVENUE
STE. 1301
MIAMI FL 33131

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable): 701 Brickell Avenue
83 Suite 850
84 City: Miami FL 85 Zip Code: 33131

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 (typed or printed) of individual listed as agent in Item 10 above — (If the Registered Agent signature required above is not through) — DATE

12. OFFICERS AND DIRECTORS

TITLE	P	☐ DELETE
NAME	MANSFIELD, ABDIEL	
STREET ADDRESS	AVENIDA FEDERICO BOYD	
CITY-ST-ZIP	PANAMA 1, REPUBLICA	
TITLE	S	☐ DELETE
NAME	LEDEZMA, HERIBERTO	
STREET ADDRESS	AVENIDA FEDERICO BOYD	
CITY-ST-ZIP	PANAMA 1, REPUBLICA	
TITLE	D	☐ DELETE
NAME	WORLDWIDE CORPORATE SERV	
STREET ADDRESS	ICES, INC.	
CITY-ST-ZIP		
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		☐ Change ☐ Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		☐ Change ☐ Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		☐ Change ☐ Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		☐ Change ☐ Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	500001878206	☐ Change ☐ Addition
6.2 NAME	-06/27/96--01064--001	
6.3 STREET ADDRESS	***2475.00	
6.4 CITY-ST-ZIP		

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I also 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: Abdiel Mansfield/ President — 04/26/96 — (305) 381-8340

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #