

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
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 ISLAND

Mailing Address

701 BRICKELL AVE.
SUITE 850
MIAMI FL 33131-2851

2. Principal Place of Business

21 State, Apt. #, etc.

22 City & State

23 Zip Country

24 25 Name and Address of Current Registered Agent

SULLIVAN, JOHN S.
701 BRICKELL AVENUE
STE. 850
MIAMI FL 33131

2a. Mailing Address

26 State, Apt. #, etc.

27 City & State

28 Zip Country

29

30

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0507 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent to take in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept this appointment as registered agent. I understand with my acceptance the obligations of Sections 607.0508, Florida Statutes.

SIGNATURE

Signature of the person authorized to execute this report

Signature of the person authorized to execute this report

Date

12. OFFICERS AND DIRECTORS

1101 [] Title

NAME P MANSFIELD, ABDIEL

STREET ADDRESS AVENIDA FEDERICO BOYD

CITY, ST, ZIP PANAMA 1, REPUBLICA

1102 [] Title

NAME S LEDEZMA, HERIBERTO

STREET ADDRESS AVENIDA FEDERICO BOYD

CITY, ST, ZIP PANAMA 1, REPUBLICA

1103 [] Title

NAME D WORLDWIDE CORPORATE SERV

STREET ADDRESS ICES, INC.

CITY, ST, ZIP

1104 [] Title

NAME

STREET ADDRESS

CITY, ST, ZIP

1105 [] Title

NAME

STREET ADDRESS

CITY, ST, ZIP

1106 [] Title

NAME

STREET ADDRESS

CITY, ST, ZIP

1107 [] Title

NAME

STREET ADDRESS

CITY, ST, ZIP

1108 [] Title

NAME

STREET ADDRESS

CITY, ST, ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1101 [] Change [] Addition

1102 [] Change [] Addition

1103 [] Change [] Addition

1104 [] Change [] Addition

1105 [] Change [] Addition

1106 [] Change [] Addition

1107 [] Change [] Addition

1108 [] Change [] Addition

1109 [] Change [] Addition

1110 [] Change [] Addition

1111 [] Change [] Addition

1112 [] Change [] Addition

1113 [] Change [] Addition

1114 [] Change [] Addition

1115 [] Change [] Addition

1116 [] Change [] Addition

1117 [] Change [] Addition

1118 [] Change [] Addition

1119 [] Change [] Addition

1120 [] Change [] Addition

1121 [] Change [] Addition

1122 [] Change [] Addition

1123 [] Change [] Addition

1124 [] Change [] Addition

1125 [] Change [] Addition

1126 [] Change [] Addition

1127 [] Change [] Addition

1128 [] Change [] Addition

1129 [] Change [] Addition

1130 [] Change [] Addition

1131 [] Change [] Addition

1132 [] Change [] Addition

14. I do hereby certify that the information supplied with this filing does not conflict with the Corporation's state or federal 119.07(3)(g), Florida Statutes. I further certify that the information and/or documents submitted to the Department of State are true and accurate and that my signature shall have the same legal effect as if made thereon. I am an officer or director of the corporation. The names of officers empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this form, are on an attachment with an address.

SIGNATURE

APPROVED
AND
FILED

1997 JUL 14 PM 12: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3. Date of Incorporation or Qualification
08/04/1992

3a. Date of Last Report
05/01/1996

4. FEE 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 has liability for intangible tax under s. 199.03(2),
Florida Statutes

[] Yes [X] No

10. Name and Address of New Registered Agent

96017030320

5.0000000000000000
-06/16/97-01005-001
***1900.00

4/25/97 305-381-8340