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

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PROFIT CORPORATION ANNUAL REPORT
1999

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

99 APR 28 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P39916

1. Corporation Name
BRIARCLIFF HOLDINGS, LIMITED COMPANY

Principal Place of Business	Mailing Address
4 COLUMBUS CENTRE WICKHAMS CAY. ROAD TOWN TORTOLA BRITISH VIRGIN ISLAN	701 BRICKELL AVE. SUITE 850 MIAMI FL 33131

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/04/1992
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

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

9. Name and Address of Current Registered Agent

SULLIVAN, JOHN S
701 BRICKELL AVENUE
STE. 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

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***1800.00 ****150.00
FL

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 name of registered agent and title if applicable) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	P	[ ] DELETE	[X] Change [ ] Addition
NAME	MANSFIELD, ABDIEL		
STREET ADDRESS	AVENIDA FEDERICO BOYD		Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REPUBLICA		Piso no. 10 Panama 1, Rep. de Panama
TITLE	S	[ ] DELETE	[X] Change [ ] Addition
NAME	ZARAK DE LA GUARDIA , LUIS CARLOS		
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		Piso no. 10 Panama 1, Rep. de Panama
TITLE	D	[ ] DELETE	[X] Change [ ] Addition
NAME	MANSFIELD, ABDIEL		
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		Piso no. 10 Panama 1, Rep. de Panama
TITLE	AS	[ ] DELETE	[X] Change [ ] Addition
NAME	LEDEZMA, HERIBERTO		
STREET ADDRESS	AVDA. FEDERICO BOYD NO. 33		Avda. Samuel Lewis Calle 54 Torre AFRA,
CITY-ST-ZIP	PANAMA 1, REP. DE PANAMA		Piso no. 10 Panama 1, Rep. de Panama
TITLE		[ ] DELETE	[ ] Change [ ] Addition
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		[ ] DELETE	[ ] Change [ ] Addition
NAME			
STREET ADDRESS			
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 Phone #