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Apr 29 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P92000004356 (1)

1. Corporation Name
HEEDFUL FLORIDA, INC.

Principal Place of Business
4131 LAGUNA ST
CORAL GABLES FL 33146

Mailing Address
4131 LAGUNA ST
CORAL GABLES FL 33146-1408



3. Date Incorporated or Qualified 11/13/1992
3a. Date of Last Report 06/06/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 98-0129142		Applied For	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.				Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
BASCUAS, ERNESTO
% INTERVEST INVESTMENT GROUP
4131 LAGUNA ST
CORAL GABLES FL 33146

10. Name and Address of New Registered Agent
81 Name Katerina Velikopoljski
82 Street Address (P.O. Box Number is Not Acceptable)
83 8230 SW 62 Ct
84 City Miami FL 85 Zip Code 33143

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 *Katerina Velikopoljski* (prior agent passed away) DATE 4/22/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPTS	1.1 TITLE	
NAME	PINASCO, GINO	1.2 NAME	
STREET ADDRESS	4131 LAGUNA ST	1.3 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL 33146	1.4 CITY - ST - ZIP	VAS
TITLE	VAS	2.1 TITLE	Katerina Velikopoljski
NAME	BASCUAS, ERNESTO	2.2 NAME	8230 SW 62 Ct
STREET ADDRESS	4131 LAGUNA ST	2.3 STREET ADDRESS	Miami, FL 33143
CITY - ST - ZIP	CORAL GABLES FL 33146	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		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 do 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: *Pinasco* DATE 4/22/97 (305) 662-4123

CR2E034 (9/96)