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Jan 30 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 # P92000005398 (2)

1. Corporation Name
CARIBBEAN TOWERS, INC.



Principal Place of Business
% ROBERT G. GORDON
7545 E TREASURE DR
NORTH BAY VILLAGE FL 33141

Mailing Address
C/O ROBERT G GORDON,PR
350 ROYAL PALM WAY
PALM BEACH FL 33480-4327

3. Date Incorporated or Qualified
11/13/1992
3a. Date of Last Report
08/09/1996

2. Principal Place of Business
21 350 Royal Palm Way

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

23 Palm Beach, FL

City & State

Zip
24 33480

Country
25 USA

Zip

Country
30

4. FEI Number
65-0373625

Applied For
Not Applicable

5. Certificate of Status Desired XX \$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

10. Name and Address of New Registered Agent

GORDON, LEE B.
350 ROYAL PALM WAY
PALM BEACH FL 33480

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 607.0502 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. Applicable

(NOTE - Registered Agent's signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP
PVST
GORDON, ROBERT G
350 ROYAL PALM WAY
PALM BEACH FL 33480

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP
D
GORDON, ROBERT G
350 ROYAL PALM WAY
PALM BEACH FL 33480

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP
Change Addition

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP
Change Addition

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 Robert G. Gordon 561/833-1000

CR2E034 (9/96)