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May 05 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 # P92000010380 (3)

1. Corporation Name
VALUE HOLDINGS, INC.



Principal Place of Business

6272 S. DIXIE HIGHWAY
MIAMI FL 33143
US

Mailing Address

6272 S. DIXIE HIGHWAY
MIAMI FL 33143-4933
US

3. Date Incorporated or Qualified
12/08/1992

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

2. Principal Place of Business

21 3211 Ponce de Leon Blvd
Suite, Apt. #, etc.

2a. Mailing Address

26 3211 Ponce de Leon Blvd
Suite, Apt. #, etc.

22 210
City & State

27 210
City & State

23 Coral Gables Fla
Zip Country

28 Coral Gables
Zip Country

24 33134 25 Dade
Zip Country

29 33134 30 Dade
Zip Country

4. FEI Number
59-2388728

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. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

ROSENBERG, ALISON
6272 SOUTH DIXIE HIGHWAY
MIAMI FL 33143

10. Name and Address of New Registered Agent

81 Name

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

83 3211 Ponce de Leon Blvd
Suite 210

84 City Coral Gables

FL

85 Zip Code 33134

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 I accept the obligations of, Section 607.0005, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME COHEN, ALISON
STREET ADDRESS 6272 SOUTH DIXIE HWY.
CITY-ST-ZIP MIAMI FL

TITLE D
NAME GENISE, DINO
STREET ADDRESS 6272 SOUTH DIXIE HWY.
CITY-ST-ZIP MIAMI FL

TITLE D
NAME BEALYS, GENE
STREET ADDRESS 6272 SOUTH DIXIE HWY.
CITY-ST-ZIP MIAMI FL

TITLE CFO
NAME OVIES, IDA
STREET ADDRESS 6272 SOUTH DIXIE HWY.
CITY-ST-ZIP MIAMI FL

TITLE DIRECTOR
NAME KURTZ, JEFFREY
STREET ADDRESS 10 DIRECTOR CT
CITY-ST-ZIP KNOX, ONTARIO CANADA

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

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

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

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

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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
And 25 97

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