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PROFIT CORPORATION ANNUAL REPORT

1997

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

AMENDED ANNUAL REPORT

APPROVED AND FILED

1997 NOV 25 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # *P93000010456 (0)*

1. Corporation Name
THE PARTNERS FINANCIAL GROUP, INC.

Principal Place of Business
1401 Brickell Avenue
Suite 400
Miami, Florida 33131

Mailing Address
1401 Brickell Avenue
Suite 400
Miami, Florida 33131

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

3. Date Incorporated or Qualified: *02/10/1993*

3a. Date of Last Report: *4/17/97*

4. FEI Number: *65-0385334* | 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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent

Avila, Alcides E
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

10. Name and Address of New Registered Agent

81 Name: *Alvaro Castillo B., Esq*
82 Street Address (P.O. Box Number is Not Acceptable): *1390 Brickell Avenue, Suite 200*
83
84 City: *Miami* FL | 85 Zip Code: *33131*

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: *Alvaro Castillo* DATE: *11-24-97*
Signature, type or print name of person executing this application (NOTE: Registered Agent signature required where noted above)

12. OFFICERS AND DIRECTORS

TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	*P* *Gonzalez, Humberto J* *1401 Brickell Avenue, 400* *Miami, Florida 33131*	[X] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	*V/T/S* *Maud M Bleus* *1401 Brickell Avenue, 400* *Miami, Florida 33131*	[X] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	*P/S/T* *Oilda Hernandez* *1401 Brickell Avenue Suite 400* *Miami, Florida 33131*	[ ] Change [X] Addition
21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	*D* *Francisco J. Farias* *1401 Brickell AVENUE Suite 400* *Miami, Florida 33131*	[ ] Change [X] Addition
31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	*D* *Rafael Avila C.* *1401 Brickell Avenue, Suite 400* *Miami, Florida 33131*	[ ] Change [ ] Addition
41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP		[ ] Change [ ] Addition
51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP		[ ] Change [ ] Addition
61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP		[ ] Change [ ] Addition

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11/25/97

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: *Oilda Hernandez* *Oilda Hernandez, President* *11-24-97* *(305) 377 8734*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (9/96)