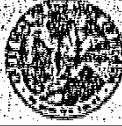


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
Sandra E. Morham
Secretary of State
DIVISION OF CORPORATIONS

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 MAR 21 PM 2:45

DOCUMENT # P93000020803 (1)

1. Corporation Name
CAROLI PROPERTIES, INC.

DO NOT WRITE IN THIS SPACE.

Principal Place of Business 177 OCEAN LN DR EAST BLDG UNIT 1200 KEY BISCAYNE FL 33149	Mailing Address 177 OCEAN LN DR EAST BLDG UNIT 1200 KEY BISCAYNE FL 33149
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3. Date Incorporated or Qualified 03/19/1993	3a. Date of Last Report 02/21/1994
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number 65-0453070	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**SEBAG, ADRIEN
177 OCEAN LN DR
EAST BLDG UNIT 1200
KEY BISCAYNE FL 33149**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE D	NAME SEBAG, ADRIEN
STREET ADDRESS 177 OCEAN LN DR EAST BLDG UNIT 1200	
CITY-ST-ZIP KEY BISCAYNE FL 33149	
TITLE	NAME
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	NAME
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	NAME
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	NAME
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 of an attachment with an address.

SIGNATURE: Adrien Sebag 3/15/95 (305) 361-0702
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Telephone Area #