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FILED
Mar 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P93000037160 (7)**

1. Corporation Name
BABY TURTLE, INC.

Principal Place of Business % MURAI WALD BIONDO & MORENO PA 5872 SUNSET DRIVE SOUTH MIAMI FL 33143 US	Mailing Address % MURAI WALD BIONDO & MORENO PA 5872 SUNSET DRIVE SOUTH MIAMI FL 33143 US
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DO NOT WRITE IN THIS SPACE

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		3. Date Incorporated or Qualified 05/21/1993	
25		25		4. FEI Number 65-0413106	
25		25		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25		25		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25		25		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent MURAI WALD BIONDO & MORENO PA 25 SE 2ND AVE 900 INGRAHAM BLDG MIAMI FL 33131				10. Name and Address of New Registered Agent 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 if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	VP
NAME	DE LA CRUZ, MARIA M.	1.2 NAME	Teresita Pestana
STREET ADDRESS	151 ISLAND DRIVE	1.3 STREET ADDRESS	1915 Brickell Ave. apt. C-507
CITY-ST-ZIP	KEY BISCAYNE FL	1.4 CITY-ST-ZIP	Miami, FL 33129
TITLE	VP	2.1 TITLE	P
NAME	MARTINEZ, GUILLERMO L.	2.2 NAME	Maria M. de la Cruz
STREET ADDRESS	45 MIMOSA ST. SANTA MARIA	2.3 STREET ADDRESS	210 Seaview Dr. apt. 212
CITY-ST-ZIP	RIO PIEDRAS PR	2.4 CITY-ST-ZIP	Key Biscayne, FL 33149
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 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: *Mariam de la Cruz* **MARIA M. DE LA CRUZ 2-23-98 (305) 643-1407**

CP2E034 (10/97)