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**Apr 28 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 # P93000070711 (5)

1. Corporation Name
THEOREMA GROUP, INC.



Principal Place of Business
**800 S. BISCAYNE BLVD.
SUITE 4815
MIAMI FL 33131**

Mailing Address
**200 S. BISCAYNE BLVD.
SUITE 4815
MIAMI FL 33131-5312**

3. Date Incorporated or Qualified
10/12/1993

3a. Date of Last Report
10/30/1996

4. FEI Number
65-0445381

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

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip 30 Country

9. Name and Address of Current Registered Agent
**SALUSSOLIA, PIERO
C/O SALUSSOLIA & WAYNE
200 SOUTH BISCAYNE BLVD., SUITE 4815
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 _____ (NOTE: Registered Agent signature required when transferring) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DSPT	<input type="checkbox"/> DELETE
NAME	BIANCHI, MARIO	
STREET ADDRESS	VIA CABRAL N. 60 47033 CATHOLICA	
CITY-ST-ZIP	ITALY	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	D'ACHILLE, FILIBERTO	
STREET ADDRESS	VIA FLAMINIA 389/A	
CITY-ST-ZIP	RIMINI IT	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	FUENTES, CARMEN	
1.3 STREET ADDRESS	200 S. Biscayne Blvd. Suite 4815	
1.4 CITY-ST-ZIP	Miami, FL 33131	
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 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 *Carmen Fuentes* **CARMEN FUENTES** 4/22/97 (305) 373-7016

CR2E034 (9/96)