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FILED
May 16 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 # P93000082424 (1)

1. Corporation Name

PANORAMA AMERICANA, INC.

Principal Place of Business

1720 JOHN F KENNEDY CAUSEWAY
SUITE 112
MIAMI BEACH FL 33141

Mailing Address

1940 BAY DRIVE
#12A
MIAMI FL 33141-6900

3. Date Incorporated or Qualified
12/02/1993

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

2. Principal Place of Business

21 407 LINCOLN RD.

Suite, Apt. #, etc.

22 SUITE # 11-I

City & State

23 MIAMI BEACH, FL.

Zip 33139

Country

24 2219

25

2a. Mailing Address

26 P.O. BOX 415090

Suite, Apt. #, etc.

27

City & State

28 MIAMI BEACH, FL.

Zip

29 33141

Country

30

4. FET Number

65-0451944

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

10. Name and Address of New Registered Agent

LEOPOLD, NORAM
20801 BISCAYNE BLVD
SUITE 501
NORTH MIAMI BEACH FL 33180

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's signature required when resigning)

DATE

12. OFFICERS AND DIRECTORS

TITLE DPTS

NAME McDONALD, BYRON H
STREET ADDRESS 1940 BAY DRIVE APT 12-A
CITY-ST-ZIP MIAMI BEACH FL 33141

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

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: A. J. JONES (BYRON H. McDONALD) 4/28/97 (305) 866-9604

CR2E034 (9/96)