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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 # P93000085749 (8)
1. Corporation Name
QUINLAND INC.



Principal Place of Business: 11269 SW 164 ST, PENTHOUSE, MIAMI FL 33157, US
Mailing Address: 11269 SW 164 ST, PENTHOUSE, MIAMI FL 33157-2709, US

3. Date Incorporated or Qualified: 12/10/1993
3a. Date of Last Report: 04/30/1996

2. Principal Place of Business: 11269 SW 164 ST, Suite Apt. # etc.
2a. Mailing Address: 11269 SW 164 ST, Suite Apt. #, etc.
21, 22, 23, 24, 25, 26, 27, 28, 29, 30

4. FEI Number: 65-0489546
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

9. Name and Address of Current Registered Agent: KORETZKY, DAVID A, 111 S.W. 3RD STREET, PENTHOUSE, MIAMI FL 33130

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address (P.O. Box Number is Not Acceptable), 83, 84 City, 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 reinstating) DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE	PVD <input type="checkbox"/> DELETE
NAME	QUINLAND, SAMUEL A
STREET ADDRESS	11269 SW 164 STREET
CITY - ST - ZIP	MIAMI FL
TITLE	STD <input type="checkbox"/> DELETE
NAME	QUINLAND, VIVIAN L
STREET ADDRESS	11269 SW 164 STREET
CITY - ST - ZIP	MIAMI FL
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	<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 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: Vivian L Quinland, Sec/Treas. 4/20/97 305-375-1637
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)