

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 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 # P94000023289 (9)
1. Corporation Name
TERRAFIDES, INC.

Principal Place of Business 66 WEST FLAGLER STE. 700 MIAMI FL 33130	Mailing Address 66 WEST FLAGLER STE. 700 MIAMI FL 33130
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 66 W. Flagler St. Suite, Apt. #, etc. 22 Ste. #700, Concord Bldg City & State 23 Miami, FL Zip 24 33130		2a. Mailing Address 25 66 W. Flagler St. Suite, Apt. #, etc. 26 Ste. #700, Concord Bldg City & State 27 Miami, FL Zip 28 33130		3. Date Incorporated or Qualified 03/25/1994	
25 USA		28 USA		4. FEI Number 65-0486786	
29 33130		30 USA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
29 33130		30 USA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
29 33130		30 USA		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent NEWMAN, FRANK D 66 WEST FLAGLER STE 700 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 FL 85 Zip Code	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	NEWMAN, FRANK D.	1.2 NAME	
STREET ADDRESS	66 WEST FLAGLER STE 700	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33130	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
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 any attachment with an address.

SIGNATURE: Frank D. Newman, Pres. 4/29/98 305/374-0109

CR2E034 (10/97)