FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
95 MAY -1 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/09/95--01098--002
****200.00 ****200.00
DO NOT WRITE IN THIS SPACE.

DOCUMENT # P94000048748

1. Corporation Name: Blue Terra Holding, Inc.

Principal Place of Business / Mailing Address

3. Date Incorporated or Qualified: 6/27/94
3a. Date of Last Report: none

2. Principal Place of Business
21 10 NE 3 Street
22 Suite, Apt. #, etc.
23 City & State: Ft Lauderdale, FL
24 Zip: 33301
25 Country: USA

2a. Mailing Address
26 c/o Gerald W. Gritter, Esquire
27 Suite, Apt. #, etc.: 100 N.E. 3 Ave., #1100
28 City & State: Fort Lauderdale, FL
29 Zip: 33301
30 Country: USA

4. FEI Number: [x] 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 [X] No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent
81 Name: EMO Corporate Services, Inc.
82 Street Address (P.O. Box Number is Not Acceptable): 100 N.E. Third Avenue
83 Suite 1100
84 City: Fort Lauderdale FL
85 Zip Code: 33301

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: Nancy Tracinski Gotham
Signature, typed or printed name of registered agent (and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE: 4/28/95

12. OFFICERS AND DIRECTORS

TITLE	P/T/D
NAME	Herzog, Dirk
STREET ADDRESS	10 NE 3 Street
CITY ST ZIP	Fort Lauderdale, FL 33301
TITLE	VP/S/D
NAME	Stark, Klaus Dieter
STREET ADDRESS	10 NE 3 Street
CITY ST ZIP	Fort Lauderdale, FL 33301
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	[ ] Change [ ] Addition
1 2 NAME	
1 3 STREET ADDRESS	
1 4 CITY - ST - ZIP	
2 1 TITLE	[ ] Change [ ] Addition
2 2 NAME	
2 3 STREET ADDRESS	
2 4 CITY - ST - ZIP	
3 1 TITLE	[ ] Change [ ] Addition
3 2 NAME	
3 3 STREET ADDRESS	
3 4 CITY - ST - ZIP	
4 1 TITLE	[ ] Change [ ] Addition
4 2 NAME	
4 3 STREET ADDRESS	
4 4 CITY - ST - ZIP	
5 1 TITLE	[ ] Change [ ] Addition
5 2 NAME	
5 3 STREET ADDRESS	
5 4 CITY - ST - ZIP	
6 1 TITLE	[ ] Change [ ] 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Dirk Herzog, President
SIGNATURE AND TYPED OR PRINTED NAME OF INDIVIDUAL OFFICER OR DIRECTOR
Date: 4/28/95
Daytime Phone #: 305 779-7100