FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # P94000065230 (2)

1. Corporation Name
NESTOR VENTURES USA, INC.

Principal Place of Business
ONE S.E. 3RD AVE.
SUITE 1400
MIAMI FL 33131

Mailing Address
ONE S.E. 3RD AVE.
SUITE 1400
MIAMI FL 33131

3. Date Incorporated or Qualified: 09/02/1994
3a. Date of Last Report: 03/28/1995
4. FEI Number: 65-0518007 — [ ] 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 is liable for intangible tax under s. 199.032, Florida Statutes [X] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 | Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 | Country 30

9. Name and Address of Current Registered Agent
COPROLITE CORPORATION
ONE S.E. 3RD AVE.
SUITE 1400-A
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

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	BULMAN, MIKHAIL	
STREET ADDRESS	ONE S.E. 3RD AVE., #1400	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE	D	[ ] DELETE
NAME	BULMAN, MARINA	
STREET ADDRESS	ONE S.E. 3RD AVE., #1400	
CITY-ST-ZIP	MIAMI FL 33131	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE	D	[X] Change [ ] Addition
1 NAME	BULMAN, MIKHAIL	
1 STREET ADDRESS	18 WYNFORD DRIVE, UNIT 403	
1 CITY-ST-ZIP	NORTH YORK ONTARIO CANADA M3C3S2	
2 TITLE	D	[X] Change [ ] Addition
2 NAME	BULMAN, MARINA	
2 STREET ADDRESS	18 WYNFORD DRIVE, UNIT 403	
2 CITY-ST-ZIP	NORTH YORK ONTARIO CANADA M3C3S2	
3 TITLE		[ ] Change [ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY-ST-ZIP		
4 TITLE		[ ] Change [ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY-ST-ZIP		
5 TITLE		[ ] Change [ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY-ST-ZIP		
6 TITLE		[ ] Change [ ] Addition
6 NAME		
6 STREET ADDRESS		
6 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 report or supplemental 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: *(signature)* — *April 14/96*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mikhail Bulman Dir. *Marina Bulman Dir.* — *305-377-9353*

CR2E034 (12/95)