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 11 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

DOCUMENT # P94000066778 (9)

1. Corporation Name

SOUTHLAND HOLDING, INC.

Principal Place of Business:
%BERNARDO SARUSKI
717 PONCE DE LEON BLVD., #337
CORAL GABLES FL 33134

Mailing Address:
%BERNARDO SARUSKI
717 PONCE DE LEON BLVD., #337
CORAL GABLES FL 33134

3. Date Incorporated or Qualified: 09/06/1994

3a. Date of Last Report:

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. The corporation has liability 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

DE LA TORRIENTE, COSME ESQ.
999 PONCE DE LEON
SUITE 1040
CORAL GABLES FL 33134

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 617.0502, 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	PSD
NAME	FUENTES, ANTONIO
STREET ADDRESS	%717 PONCE DE LEON BLVD., #337
CITY-ST-ZIP	CORAL GABLES FL 33134

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[ ] Change [ ] Addition

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(1)(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: [signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/3/95 Date

448-4446 Daytime Phone

0138539 CP