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Apr 15 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 # P94000081154 (4)

1. Corporation Name
JORGE HOLDINGS, INC.



Principal Place of Business: **SUITE 300, ROCHESTER BUILDING 8390 N.W. 53RD STREET MIAMI FL 33166**
 Mailing Address: **SUITE 300, ROCHESTER BUILDING 8390 N.W. 53RD STREET MIAMI FL 33166-7613**

3. Date Incorporated or Qualified: **11/03/1994**
 3a. Date of Last Report: **04/30/1996**
 4. FEI Number: **65-0547655**
 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 No

2. Principal Place of Business: 21 Suite, Apt. #, etc.; 22 City & State; 23 Zip; 24 Country
 2a. Mailing Address: 26 Suite, Apt. #, etc.; 27 City & State; 28 Zip; 29 Country

9. Name and Address of Current Registered Agent
**AUSTIN, RICHARD B
 SUITE 300, ROCHESTER BUILDING
 8390 N.W. 53RD STREET
 MIAMI FL 33166**

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
 1. TITLE: DELETE
 NAME: **PSD MENA, GRETA**
 STREET ADDRESS: **8390 NW 53RD STREET, SUITE 300**
 CITY-ST-ZIP: **MIAMI FL**
 2. TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:
 3. TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:
 4. TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:
 5. TITLE: DELETE
 NAME:
 STREET ADDRESS:
 CITY-ST-ZIP:
 6. TITLE: DELETE
 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 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: _____ DATE: **4/1/97** (305) 592-0036
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **GRETA MENA**

CR2E034 (9/96)