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FILED
May 15 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 # **P94000083251 (6)**

1. Corporation Name
PENDA-MEXICO EMPLOYMENT CORPORATION

Principal Place of Business
C/O TRIVEST, INC.
2665 S BAYSHORE DR SUITE 800
MIAMI FL 33133-5401

Mailing Address
C/O TRIVEST, INC.
2665 S BAYSHORE DR SUITE 800
MIAMI FL 33133-5401



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 11/15/1994
4. FEI Number 39-1804635
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
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

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

9. Name and Address of Current Registered Agent KLEIN, PETER W 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	DVP	1.1 TITLE CEO/P
NAME	BROCKWAY, PETER C	1.2 NAME Jack L. Thompson
STREET ADDRESS	2665 S BAYSHORE DR SUITE 800	1.3 STREET ADDRESS 2344 W. Wisconsin Street
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP Portage, WI 53901
TITLE	DT	2.1 TITLE T/CFO
NAME	BLUME, MARK J.	2.2 NAME Leo E. Waner
STREET ADDRESS	2344 WISCONSIN ST	2.3 STREET ADDRESS 2344 W. Wisconsin Street
CITY-ST-ZIP	PORTAGE WI	2.4 CITY-ST-ZIP Portage, WI 53901
TITLE	DVP	3.1 TITLE
NAME	MYDLOWSKI, GERARD T.	3.2 NAME
STREET ADDRESS	2344 W WISCONSIN ST	3.3 STREET ADDRESS
CITY-ST-ZIP	PORTAGE WI	3.4 CITY-ST-ZIP
TITLE	S	4.1 TITLE
NAME	KLEIN, PETER W.	4.2 NAME
STREET ADDRESS	2665 S BAYSHORE DR STE 800	4.3 STREET ADDRESS
CITY-ST-ZIP	MIAMI FL	4.4 CITY-ST-ZIP
TITLE	AS	5.1 TITLE
NAME	KUFFNER, MARILYN D.	5.2 NAME
STREET ADDRESS	2665 S BAYSHORE DR STE 800	5.3 STREET ADDRESS
CITY-ST-ZIP	MIAMI FL	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

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	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 an attachment with an address.

SIGNATURE:  , Marilyn D. Kuffner, Asst. Secretary (305) 858-2200

CR2E034 (10/97)

Directors, Officers Report

Penda-Mexico Employment Corporation

March 02, 1998

DIRECTORS

Jack L. Thompson Director

Last Elected: July 07, 1997

Primary Address: 2344 W. Wisconsin Street
P.O. Box 449
Portage, WI 53901-0449

Leo E. Waner Director

Last Elected: July 07, 1997

Primary Address: Penda Corporation
2344 W Wisconsin Street
PO Box 449
Portage, WI 53901-0449

OFFICERS

Jack L. Thompson Chief Executive Officer/President

Last Elected: July 07, 1997

Primary Address: 2344 W. Wisconsin Street
P.O. Box 449
Portage, WI 53901-0449

Peter W. Klein Secretary

Last Elected: July 07, 1997

Primary Address: 2665 S. Bayshore Drive
Suite 800
Miami, FL 33133

Marilyn D. Kuffner Assistant Secretary

Last Elected: July 07, 1997

Primary Address: 2665 S. Bayshore Drive
Suite 800
Miami, FL 33133

Leo E. Waner Treasurer/Chief Financial Officer

Last Elected: July 07, 1997

Primary Address: Penda Corporation
2344 W Wisconsin Street
PO Box 449
Portage, WI 53901-0449