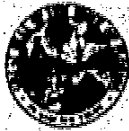


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**APPROVED
AND
FILED**

95 MAY -1 AM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P94000083897 (6)

1. Corporation Name

AUDLEY INTERNATIONAL INVESTMENTS LTD., INC.

Principal Place of Business

9050 S DOXE HWY
SUITE 1220
MIAMI FL 33156

Mailing Address

9050 S DOXE HWY
SUITE 1220
MIAMI FL 33156

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified

11/17/1994

3a. Date of Last Report

4. FEI Number

65-0535775

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

24

Zip

Country

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

29

Zip

Country

30

9. Name and Address of Current Registered Agent

**SPECTOR, RICHARD M
2801 S BAYSHORE DR
SUITE 1600
MIAMI FL 33133**

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when resigning)

DATE

12. OFFICERS AND DIRECTORS

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

PD

BINDER, JEFFREY

8950 S.W. 117 STREET

MIAMI, FL 33176

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

STD

BINDER, LEE

8950 S.W. 117 STREET

MIAMI, FL 33176

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)(b), 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 trustee or trustee empowered to execute this report as required by Chapter 007, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with my address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/27/95

(305) 670-9177-3

Date

System Form #