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 # P94000087101 (9)

1. Corporation Name

THE AUDREY INC.

Principal Place of Business

~~% NEAL S LITMAN ESQ
2000 S DIXIE HWY SUITE 200
MIAMI FL 33133~~

Mailing Address

~~% NEAL S LITMAN ESQ
2000 S DIXIE HWY SUITE 200
MIAMI FL 33133~~

3. Date Incorporated or Qualified: 12/01/1994

3a. Date of Last Report: 09/11/1995

2. Principal Place of Business
21 423 NE 23RD ST
Suite, Apt. #, etc.
22
City & State
23 MIAMI FL
Zip
24 33137
Country
25 U.S.A.

2a. Mailing Address
26 423 NE 23RD ST
Suite, Apt. #, etc.
27
City & State
28 MIAMI FL
Zip
29 33137
Country
30 U.S.A.

4. FEI Number: 65-0551428 — Applied For / Not Applicable

5. Certificate of Status Desired [X] — $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 [X] No

9. Name and Address of Current Registered Agent

~~LITMAN, NEAL S ESQ
2000 S DIXIE HWY SUITE 200
MIAMI FL 33133~~

10. Name and Address of New Registered Agent

81 Name: THOMAS HEIDEMANN
82 Street Address (P.O. Box Number is Not Acceptable): 423 NE 23 RD STREET
83
84 City: MIAMI FL
85 Zip Code: 33137

11. Pursuant to the provisions of Sections 607.0502 and 617.1508, 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]

SIGNATURE OF REGISTERED AGENT ... DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	~~HEIDENMANN, THOMAS~~	
STREET ADDRESS	423 NE 23RD ST	
CITY-ST-ZIP	MIAMI FL 33137-4956	
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		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	[X] Change [ ] Addition
1.2 NAME	HEIDEMANN, THOMAS	
1.3 STREET ADDRESS	423 NE 23 ST	
1.4 CITY-ST-ZIP	MIAMI FL 33137	
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)(k), 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 — DATE — Daytime Phone #

CR2E034 (12/95)