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May 06 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 # P94000087101 (9)

1. Corporation Name
THE AUDREY INC.

Principal Place of Business

423 NE 23RD ST
1000 S DIXIE HWY - SUITE 200
MIAMI FL 33137
US

Mailing Address

423 NE 23RD ST
1000 S DIXIE HWY - SUITE 200
MIAMI FL 33137-4944
US

3. Date Incorporated or Qualified
12/01/1994

3a. Date of Last Report
04/02/1996

2. Principal Place of Business

21 423 N.E. 23rd Street
Suite, Apt. #, etc.

22 City & State
23 Miami, FL

24 Zip 33137 Country USA

2a. Mailing Address

26 423 N.E. 23rd Street
Suite, Apt. #, etc.

27 City & State
28 Miami, FL

29 Zip 33137 Country USA

4. FEI Number
65-0551428

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

9. Name and Address of Current Registered Agent

HEIDEMANN, THOMAS
423 NE 23RD STREET
MIAMI FL 33137

10. Name and Address of New Registered Agent

81 Name

KERRY E. ROSENTHAL

82 Street Address (P.O. Box Number is Not Acceptable)

2875 N.E. 191 Street, Suite 500

83

84 City

Aventura

FL

85 Zip Code
33180

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 reinstating)

KERRY E. ROSENTHAL

4/29/97

12. OFFICERS AND DIRECTORS

TITLE PD
NAME HEIDEMANN, THOMAS
STREET ADDRESS 423 NE 23 STREET
CITY-ST-ZIP MIAMI FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
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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
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 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 holder of, or trustee or 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

Thomas Heidemann

4/29/97

CR2E034 (9/96)