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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 994000094404			
1. Corporation Name Guinness Express limited, Inc.			
Principal Place of Business		Mailing Address	
2. Principal Place of Business 21 4604 SW 74 Ave. Suite, Apt. #, etc. 22 City & State 23 Miami, FL Zip 24 33155		2a. Mailing Address 26 9737 NW 41 St. Suite, Apt. #, etc. 27 Suite 438 City & State 28 Miami, FL Zip 29 33178	
Country 25 U.S.A.		Country 30 U.S.A.	
9. Name and Address of Current Registered Agent Jake Mancini 7907 NW 53 St. Suite 419 Miami, FL 33166		10. Name and Address of New Registered Agent 81 Name Same 82 Street Address (P.O. Box Number is Not Acceptable) 9737 NW 41 St. 83 Suite 438 84 City Miami 85 Zip Code FL 33178	
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 Jake Mancini (Signature typed or printed name of registered agent and his state of address) 12/31/97			
12. OFFICERS AND DIRECTORS TITLE President/Treasurer (P/T) <input checked="" type="checkbox"/> DELETE NAME Oscar Gomez STREET ADDRESS 7907 NW 53 St. Suite 419 CITY - ST - ZIP Miami, FL 33166 TITLE Vice President/Secretary (V/S) <input checked="" type="checkbox"/> DELETE NAME David P. Donelli STREET ADDRESS 7907 NW 53 St. Suite 419 CITY - ST - ZIP Miami, FL 33166 TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY - ST - ZIP TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY - ST - ZIP TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY - ST - ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE President/Treasurer (P/T) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 12 NAME David P. Donelli 13 STREET ADDRESS 9737 NW 41 St, Suite 438 14 CITY - ST - ZIP Miami, FL 33178 15 TITLE Vice President/Secretary (V/S) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 16 NAME Carlos Valle 17 STREET ADDRESS 9737 NW 41 St., Suite 438 18 CITY - ST - ZIP Miami, FL 33178 19 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 20 NAME 21 STREET ADDRESS 22 CITY - ST - ZIP 23 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 24 NAME 25 STREET ADDRESS 26 CITY - ST - ZIP 27 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 28 NAME 29 STREET ADDRESS 30 CITY - ST - ZIP 31 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 32 NAME 33 STREET ADDRESS 34 CITY - ST - ZIP 35 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 36 NAME 37 STREET ADDRESS 38 CITY - ST - ZIP 39 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 40 NAME 41 STREET ADDRESS 42 CITY - ST - ZIP 43 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 44 NAME 45 STREET ADDRESS 46 CITY - ST - ZIP 47 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 48 NAME 49 STREET ADDRESS 50 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: David P. Donelli David P. Donelli, President 12/31/97 (305)261-2852 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			

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GUINNESS EXPRESS LTD., INC.

9737 NW 41 ST, SUITE 438

MIAMI, FL 33178

December 12, 1997

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Mortham:

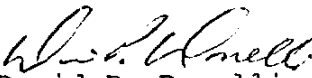
It has recently come to my attention that our company has recently been dissolved by the State for failure to file our annual report and pay the annual fee of \$165.00. This was due to our never receiving copies of the annual report in the mail.

On December 10, 1997, I spoke with Amy Woodward of your office and was advised that the annual report some how was returned to your office by the U.S. Postal Service without being delivered to us. As a result, we were dissolved.

As we are an active corporation, we would like to be reinstated, and have accordingly enclosed the completed annual report, which was forwarded by Ms. Woodward, plus the annual fee of \$165.00.

We apologize for the inconvenience and appreciate your response in this matter.

Also, please note our change of address. Thank you.


David P. Donelli
President