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May 07 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000024800 (1)

1. Corporation Name
ONIPSE, INC.



Principal Place of Business
11621 SW 102 ST
MIAMI FL 33176

Mailing Address
11621 SW 102 ST
MIAMI FL 33176-2531

3. Date Incorporated or Qualified 04/01/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0571741	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 10836 N. KENDALL
22 City & State	27 V-3
23 Zip	28 MIAMI, FL
24 Country	29 33176
25	30 DADE

9. Name and Address of Current Registered Agent

NIETO, MARIA D
678 BIRD RD
CORAL GABLES FL 33148

10. Name and Address of New Registered Agent

81 Name	MERCEDES B. ESPINO
82 Street Address (P.O. Box Number is Not Acceptable)	11621 S.W. 102 ST
83	
84 City	MIAMI, FL
85 Zip Code	33176

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: Mercedes B. Espino MERCEDES B. ESPINO, VICE-PRES. 4-28-97
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	VD
NAME	ESPINO, JORGE C	1.2 NAME	MERCEDES B. ESPINO
STREET ADDRESS	11621 SW 102 ST	1.3 STREET ADDRESS	11621 S.W. 102 ST
CITY- ST- ZIP	MIAMI FL 33176	1.4 CITY- ST- ZIP	MIAMI, FL. 33176
TITLE	VD	2.1 TITLE	
NAME	ESPINO, BERTHA	2.2 NAME	
STREET ADDRESS	90 EDGEWATER DRIVE, UNIT 915	2.3 STREET ADDRESS	
CITY- ST- ZIP	CORAL GABLES FL	2.4 CITY- ST- ZIP	
TITLE	VSD	3.1 TITLE	
NAME	BERRIOS, LUIS P	3.2 NAME	
STREET ADDRESS	10836 N. KENDALL DRIVE, V-3	3.3 STREET ADDRESS	
CITY- ST- ZIP	MIAMI FL	3.4 CITY- ST- ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		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	

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 included 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: Jorge Espino JORGE ESPINO, PRES. 4-28-97 305-279-7961
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)