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Secretary of State

03-22-1999 90022 031 ***150.00

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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000047902

1. Corporation Name
VALCORP SECURITIES, INC.

Principal Place of Business
C/O ALCIDE I. AVILA ESO.
701 BRICKELL AVENUE STE 3000
MIAMI FL 33131

Mailing Address
C/O ALCIDE I. AVILA ESO.
701 BRICKELL AVENUE STE 3000
MIAMI FL 33131



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|-----------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 06/20/1995 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 65-0597955 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | |
|---|--|--|--|
| 9. Name and Address of Current Registered Agent | | 10. Name and Address of New Registered Agent | |
| INTRASTATE REGISTERED AGENT CORPORATION 701 BRICKELL AVENUE STE 3000 MIAMI FL 33131 | | 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------------------|---|---|
| TITLE | PTD <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SANTAELLA, JUAN | 1.2 NAME | |
| STREET ADDRESS | 799 BRICKELL PLAZA STE 100 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33131 | 1.4 CITY-ST-ZIP | |
| TITLE | S/D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SANTAELLA, ALICIA | 2.2 NAME | |
| STREET ADDRESS | 799 BRICKELL PLAZA STE 100 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33131 | 2.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SANTAELLA, HECTOR | 3.2 NAME | |
| STREET ADDRESS | 799 BRICKELL PLAZA, STE 100 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33131 | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SANTAELLA, MARIANTONIA | 4.2 NAME | |
| STREET ADDRESS | 799 BRICKELL PLAZA, STE 100 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33131 | 4.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SANTAELLA, JUAN B. | 5.2 NAME | |
| STREET ADDRESS | 799 BRICKELL PLAZA, STE 100 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI FL 33131 | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

14. I 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, with all other like empowered.

SIGNATURE: Santaella REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/12/99

Date

Daytime Phone #

CR2E034 (11/98)