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PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # P96000058503

1. Corporation Name
PRO ENTERPRISES, INC.

Principal Place of Business
3971 S.W. 8 St STE206
Miami, Fl. 33134

Mailing Address
SAME

3. Date Incorporated or Qualified: 8/9/95
3a. Date of Last Report:

2. Principal Place of Business
21 3971 S.W. 8 St
Suite, Apt. #, etc. 22 206
City & State 23 Miami, Fl. 33134
Zip 24 33134 Country 25 DADE

2a. Mailing Address
26 3971 S.W. 8 St
Suite, Apt. #, etc. 27 206
City & State 28 Miami, Fl. 33134
Zip 29 33134 Country 30 DADE

4. FEI Number: 65-0615120 [ ] 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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent
BRANA ARMANDO
3971 SW 8ST
STE 206
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE 7/22/96

12. OFFICERS AND DIRECTORS

TITLE	OSVALDO HERNANDEZ [X] DELETE PRS.
NAME	
STREET ADDRESS	2790 W 60 ST APT 4
CITY-ST-ZIP	HIALEAH FL. 33016
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	MARIA C. CAULA [X] Change [ ] Addition PRES.
1.2 NAME	
1.3 STREET ADDRESS	1800 SW 104 AVE
1.4 CITY-ST-ZIP	MIAMI FL. 33165
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	400001906594 [ ] Change [ ] Addition
6.2 NAME	-07/29/96--01014--030
6.3 STREET ADDRESS	***200.00
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: Maria C Caula 4-8-96 305-552-15-86
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

5/1/96 PC