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Feb 14 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 # P95000059888 (4)

1. Corporation Name
GRUPONOVA-USA, INC.



Principal Place of Business
**801 S BAYSHORE DR #366
 MIAMI FL 33131**

Mailing Address
**801 S BAYSHORE DR #366
 MIAMI FL 33131-2822**

3. Date Incorporated or Qualified 08/03/1995	3a. Date of Last Report 04/24/1996
4. FEI Number 65-0603237	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21. Principal Place of Business Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country
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9. Name and Address of Current Registered Agent IRAUQUIN, CIRO O 801 SOUTH BAYSHORE DR APT 366 MIAMI FL 33131	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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	IRAUQUIN, CIRO O	1.2 NAME	
STREET ADDRESS	801 S. BAYSHORE DR. APT 366	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33131	1.4 CITY - ST - ZIP	
TITLE	TD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PADILHA, MARILENA N	2.2 NAME	
STREET ADDRESS	AVE. BRIG. FARIA LIMA 1794	2.3 STREET ADDRESS	
CITY - ST - ZIP	CEP 01402 SAO PAULO BRAZIL	2.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PADILHA, ACIR L	3.2 NAME	
STREET ADDRESS	AVE BRIG. FARIA LIMA 1794	3.3 STREET ADDRESS	
CITY - ST - ZIP	CEP 01402 SAO PAULO BRAZIL	3.4 CITY - ST - ZIP	
TITLE	SD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PADILHA, ACIR L JR	4.2 NAME	
STREET ADDRESS	AVE BRIG. FARIA LIMA 1794	4.3 STREET ADDRESS	
CITY - ST - ZIP	CEP 01402 SAO PAULO BRAZIL	4.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE MIRANDA, QUITERIA A	5.2 NAME	
STREET ADDRESS	AVE BRIG. FARIA LIMA 1794	5.3 STREET ADDRESS	
CITY - ST - ZIP	CEP 01402 SAO PAULO BRAZIL	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 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: Ciro O. Irausquin **Febr. 10, 1997** *(301)* **373-8826**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Layline Phone # 0170015

CR2E034 (9/96)