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**Jan 29 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 # P95000061149 (7)

1. Corporation Name
BRICKELL FARMS CORP.



Principal Place of Business

~~1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI FL 33101~~

Mailing Address

~~1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI FL 33101~~

3. Date Incorporated or Qualified
08/07/1995

3a. Date of Last Report
03/13/1996

2. Principal Place of Business

21 **1601 S. Bayshore Drive**

2a. Mailing Address

26 **SAME**

4. FEI Number
65-0638882

Applied For
Not Applicable

22 Suite, Apt #, etc.

Penthouse A

27 Suite, Apt #, etc.

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

23 City & State

COCONUT GROVE FL

28 City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

24 Zip **33133**

25 Country **USA**

29 Zip

30 Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

**LITTMAN, ERIC P ESQUIRE
428 BRICKELL AVENUE
EIGHTH FLOOR
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

Signature of registered agent or director of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DELETE
**PD
GORDON, SAMUEL
1601 SOUTH BAYSHORE DRIVE, PENTHOUSE A
COCONUT GROVE FL 33133**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 member 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, on an attachment with an address

SIGNATURE:

Samuel Gordon
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Samuel Gordon, Pres. 1/22/97 305 854 1500

Date

Daytime Phone #

CR2E034 (9/96)