

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**Jan 29 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000061149 (7)
 1. Corporation Name
BRICKELL FARMS CORP.



DO NOT WRITE IN THIS SPACE

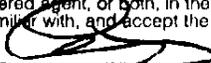
Principal Place of Business 1801 S BAYSHORE DR PENTHOUSE COCONUT GROVE FL 33133 US	Mailing Address 1128 BRICKELL AVENUE EIGHTH FLOOR MIAMI FL 33131
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3. Date Incorporated or Qualified 08/07/1995
4. FEI Number 65-0638882
5. Certificate of Status Desired <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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

2. Principal Place of Business 21 2601 S. Bayshore Dr. Suite, Apt. #, etc. 22 PH1-A City & State 23 Coconut Grove, FL Zip 24 33133 Country 25 USA	2a. Mailing Address 26 JAM E Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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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) 7695 SW 109 STREET 83 Juite 210 84 City Miami
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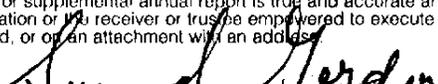
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE  DATE **1/21/98**

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	PD GORDON, SAMUEL
STREET ADDRESS	1801 SOUTH BAYSHORE DRIVE, PENTHOUSE A
CITY-ST-ZIP	COCONUT GROVE FL 33133
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	PD Gordon, Samuel
1.3 STREET ADDRESS	2601 S. Bayshore Dr., PH1-A
1.4 CITY-ST-ZIP	Coconut Grove, FL 33133
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 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 its 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  DATE **1-23-98 (205) 954-1400**

CR2E034 (10/97)