

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

PROFIT CORPORATION ANNUAL REPORT 1997



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

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

97 SEP 18 PM 2:24

DOCUMENT # P95000073854 (8)
1. Corporation Name
THE OTHER SIDE, INC.
296 N.W. Lejeune Road
Miami, Florida 33126

Principal Place of Business Mailing Address
296 N.W. Lejeune Road
Miami, Florida 33126

3. Date Incorporated or Qualified **09/25/1995** 3a. Date of Last Report **05/21/1996**

21	2. Principal Place of Business	2a. Mailing Address	26
22	Suite, Apt. #, etc.	Suite, Apt. #, etc.	27
23	City & State	City & State	28
24	Zip	Country	29
25		Zip	30
25		Country	

4. FEI Number **65-0608832** 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 Yes No

9. Name and Address of Current Registered Agent
Emilio Quesada
296 N.W. Lejeune Road
Miami, Florida 33126

10. Name and Address of New Registered Agent
81 Name **Damian Nunez**
82 Street Address (P.O. Box Number is Not Acceptable) **296 N.W. Lejeune Road**
83
84 City **Miami** FL 85 Zip Code **33126**

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 **Damian Nunez** See attachment for acceptance
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature is required for all filings.) DATE

12. OFFICERS AND DIRECTORS

TITLE	Director <input checked="" type="checkbox"/> DELETE
NAME	Emilio Quesada
STREET ADDRESS	296 N.W. Lejeune Road
CITY-ST-ZIP	Miami, Florida 33126
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 Change Addition

1.1 TITLE	Directors
1.2 NAME	Ricardo Sanchez & Damian Nunez
1.3 STREET ADDRESS	296 N.W. Lejeune Road
1.4 CITY-ST-ZIP	Miami, Florida 33126
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	400002301494--3
2.4 CITY-ST-ZIP	-09/23/97--01100--001
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	*****87.50 *****87.50
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	SP
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 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: **R. John S.P. and [Signature]** Date **6/28/97** (305) 443-3901

CR2E034 (9/96)

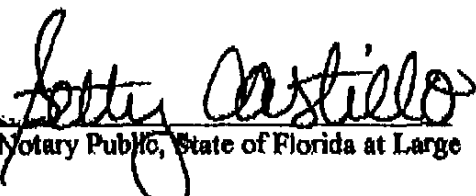
I, DAMIAN NUNEZ, am familiar and accept the duties of the Register Agent for The Other Side, Inc.

This amendment was adopted on the 18th day of September, 1997.


DAMIAN NUNEZ
New Register Agent
269 N.W. Lejeune Road
Miami, Florida 33126

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 18 PM 2:24

SWORN TO AND SUBSCRIBED before me this 18 day of September 1997, upon presentation of the following type of identification D.L. : N520-110-1A-095-0.


Notary Public, State of Florida at Large

My Commission Expires:



BETTY CASTILLO
My Commission 00435523
Expires Aug. 15, 1998