

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

FILED

May 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000083376 (0)

1. Corporation Name
X-TEXX, INC.

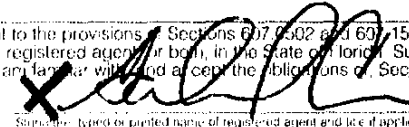


Principal Place of Business 301 N.W. 26TH STREET MIAMI FL 33127	Mailing Address 301 N.W. 26TH STREET MIAMI FL 33127-4114
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2. Principal Place of Business 21 128 NW 25TH STREET Suite, Apt. #, etc.		2a. Mailing Address 26 128 NW 25TH STREET Suite, Apt. #, etc.		3. Date Incorporated or Qualified 10/31/1995	3a. Date of Last Report 04/03/1996
22 City & State 23 MIAMI - FLORIDA		27 City & State 28 MIAMI - FLORIDA		4. FEI Number 65-0623044	Applied For Not Applicable
24 Zip 33127		29 Zip 33127		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
25 Country USA		30 Country USA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent CURREA, GABRIEL J 301 N.W. 26TH STREET MIAMI FL 33127		10. Name and Address of New Registered Agent			

81 Name		82 Street Address (P.O. Box Number is Not Acceptable)		83	
84 City		85 Zip Code		86	
MIAMI -		FL 33127			

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: APR 11 1997

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEINSTEIN, JERRY	1.2 NAME	
STREET ADDRESS	3300 N.E. 191 ST. #1710 BAY CLUB II	1.3 STREET ADDRESS	
CITY - ST - ZIP	AVENTURA FL 33180	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CURREA, RODRIGO	2.2 NAME	
STREET ADDRESS	2326 S.W. 21ST AVENUE	2.3 STREET ADDRESS	128 NW 25TH STREET
CITY - ST - ZIP	MIAMI FL 33145	2.4 CITY - ST - ZIP	MIAMI - FL 33127
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CURREA, GABRIEL J	3.2 NAME	
STREET ADDRESS	2326 S.W. 21ST AVENUE	3.3 STREET ADDRESS	128 N.W. 25 TH STREET
CITY - ST - ZIP	MIAMI FL 33145	3.4 CITY - ST - ZIP	MIAMI - FL 33127
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		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:  DATE: APR 11 1997 (305) 573-8310.

CR2E034 (9/96)