

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

FILED
Jun 19 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 # P95000084915 (4)

1. Corporation Name
FUNFEST CRUISES INC.



Principal Place of Business 725 N.E. 125TH ST. SUITE 204 MIAMI FL 33161 US	Mailing Address 725 N.E. 125TH ST. SUITE 204 MIAMI FL 33161-5605 US
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2. Principal Place of Business 21 12495 NW 6 AVE Suite, Apt. #, etc. 22 City & State 23 MIAMI Zip 24 33168	2a. Mailing Address 26 Same Suite, Apt. #, etc. 27 City & State 28 MIAMI FL Zip 29 33168	Country 25 Dade 30 Dade
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3. Date Incorporated or Qualified 11/02/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0615974	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
HILTON, BEVERLY
725 N.E. 125TH ST.
SUITE 204
MIAMI FL 33161

10. Name and Address of New Registered Agent
81 Name HILTON, Beverly
82 Street Address (P.O. Box Number is Not Acceptable)
12495 NW 6 AVE
83
84 City MIAMI FL 85 Zip Code 33168

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 Beverly Hilton 4/26/97
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	D	<input type="checkbox"/> DELETE
NAME	HILTON, BEVERLY	
STREET ADDRESS	11901 N.W. 6TH AVE. X	
CITY-ST-ZIP	MIAMI FL 33168	
TITLE	Vice President	<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	President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	HILTON, Beverly	
1.3 STREET ADDRESS	12495 NW 6 AVE	
1.4 CITY-ST-ZIP	MIAMI, FL 33168	
2.1 TITLE	Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Sangster Anthony Wayne	
2.3 STREET ADDRESS	12495 NW 6 AVE	
2.4 CITY-ST-ZIP	MIAMI, FL 33168	
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 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: Beverly Hilton 4/26/97 681-7345

CR2E034 (9/96)