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Apr 11 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000002644 (8)

1. Corporation Name
ANTIQUERA PROPERTIES, INC.

Principal Place of Business 801 PONCE DE LEON BLVD. SUITE 701 CORAL GABLES FL 33134	Mailing Address 801 PONCE DE LEON BLVD. SUITE 701 CORAL GABLES FL 33134-3073
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/09/1996		3a. Date of Last Report	
21		26	1112 WESTON RD.	4. FEI Number	65-0640658	Applied For	
22	Suite, Apt. #, etc.	27	# 168	5. Certificate of Status Desired		<input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	City & State	28	WESTON FL	6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Zip	29	33326	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
25	Country	30	USA				

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
ALBORNOZ, WILLIAM H 801 PONCE DE LEON BLVD. SUITE 701 CORAL GABLES FL 33134				81 Name	REBOREDO, GASTON		
				82 Street Address (P.O. Box Number is Not Acceptable)	1107 ADUANA AVE.		
				83			
				84 City	CORAL GABLES	FL	85 Zip Code
							33146

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]* GASTON REBOREDO DATE: 11/17/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	P, D, I, T
NAME	ACOSTA, NELSON	1.2 NAME	ACOSTA, NELSON
STREET ADDRESS	801 PONCE DE LEON BLVD. #701	1.3 STREET ADDRESS	901 PONCE DE LEON #701
CITY-ST-ZIP	CORAL GABLES FL 33134	1.4 CITY-ST-ZIP	CORAL GABLES, FL 33134
TITLE		2.1 TITLE	VP, D, I, S
NAME		2.2 NAME	ACOSTA, ALBA
STREET ADDRESS		2.3 STREET ADDRESS	901 PONCE DE LEON BLVD. #701
CITY-ST-ZIP		2.4 CITY-ST-ZIP	CORAL GABLES, FL 33134
TITLE		3.1 TITLE	ASSISTANT VICE-PRESIDENT
NAME		3.2 NAME	GASTON REBOREDO
STREET ADDRESS		3.3 STREET ADDRESS	1107 ADUANA AV.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	CORAL GABLES, FL 33146
TITLE		4.1 TITLE	ASSISTANT VICE-PRESIDENT
NAME		4.2 NAME	REBECA REBOREDO
STREET ADDRESS		4.3 STREET ADDRESS	1107 ADUANA AV.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	CORAL GABLES, FL 33146
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE: X *[Signature]* PRESIDENT - DIRECTOR 1-31-97 (805) 668-1799

CR2E034 (9/96)