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

*AMENDED ANNUAL REPORT*

APPROVED AND FILED

1997 NOV 25 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT **1997**

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

DOCUMENT # P96000003218

1. Corporation Name

TPG HOLDINGS, INC.

Principal Place of Business
1401 Brickell Avenue
Suite 400
Miami, Florida 33131

Mailing Address
Same

2. Principal Place of Business
21 1401 Brickell Avenue
Suite, Apt #, etc.
22 Suite 400
City & State
23 Miami, Florida
Zip 24 33131 Country 25

2a. Mailing Address
26 Same
Suite, Apt #, etc. 27
City & State 28
Zip 29 Country 30

3. Date Incorporated or Qualified: Jan 18, 1996

3a. Date of Last Report: May 2, 1997

4. FEI Number: 65-0642511 — 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 [X] Yes [ ] No

**9. Name and Address of Current Registered Agent**

Intrastate Registered Agent Corp.
701 Brickell Avenue
Miami, Florida 33131

**10. Name and Address of New Registered Agent**

81 Name: Alvaro Castillo B., Esq.
82 Street Address (P.O. Box Number is Not Acceptable): 1390 Brickell Avenue, Suite 200
83
84 City: Miami, FL 85 Zip Code: 33131

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] 11-21-97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

| 12. OFFICERS AND DIRECTORS | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | |
|---|---|---|---|---|---|
| TITLE | D | [X] DELETE | 1.1 TITLE | D | |
| NAME | Paul Chen-Young | | 1.2 NAME | Chair | Francisco J. Farias |
| STREET ADDRESS | 1401 Brickell Avenue #400 | | 1.3 STREET ADDRESS | | 1401 Brickell Avenue #400 |
| CITY-ST-ZIP | Miami, Florida 33131 | | 1.4 CITY-ST-ZIP | | Miami, Florida 33131 [ ] Change [X] Addition |
| TITLE | D | [X] DELETE | 2.1 TITLE | D | |
| NAME | Daisy M. Coke | | 2.2 NAME | S/T | Rafael Avila C. |
| STREET ADDRESS | 1401 Brickell Avenue #400 | | 2.3 STREET ADDRESS | | 1401 Brickell Avenue #400 |
| CITY-ST-ZIP | Miami, Florida 33131 | | 2.4 CITY-ST-ZIP | | Miami, Florida 33131 [ ] Change [X] Addition |
| TITLE | D | [X] DELETE | 3.1 TITLE | | |
| NAME | Oswald G. Harding | | 3.2 NAME | D/P | Jose Gregorio Fernandez |
| STREET ADDRESS | 1401 Brickell Avenue, #400 | | 3.3 STREET ADDRESS | | 1401 Brickell Avenue #400 |
| CITY-ST-ZIP | Miami, Florida 33131 | | 3.4 CITY-ST-ZIP | | Miami, Florida 33131 [ ] Change [ ] Addition |
| TITLE | | [ ] DELETE | 4.1 TITLE | | |
| NAME | | | 4.2 NAME | | |
| STREET ADDRESS | | | 4.3 STREET ADDRESS | | |
| CITY-ST-ZIP | | | 4.4 CITY-ST-ZIP | | [ ] Change [ ] Addition |
| TITLE | | [ ] DELETE | 5.1 TITLE | | |
| NAME | | | 5.2 NAME | | |
| STREET ADDRESS | | | 5.3 STREET ADDRESS | | |
| CITY-ST-ZIP | | | 5.4 CITY-ST-ZIP | | [ ] Change [ ] Addition |
| TITLE | | [ ] DELETE | 6.1 TITLE | | |
| NAME | | | 6.2 NAME | | |
| STREET ADDRESS | | | 6.3 STREET ADDRESS | | |
| CITY-ST-ZIP | | | 6.4 CITY-ST-ZIP | | |

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11/25/97

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:** [signature] Francisco Farias, Chairman 11-21-97 377-8734
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #