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May 27 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000031083 (4)

1. Corporation Name
SCION CAPITAL CORPORATION



Principal Place of Business

5201 BLUE LAGOON DRIVE STE 680
MIAMI FL 33126

Mailing Address

5201 BLUE LAGOON DRIVE STE 680
MIAMI FL 33126-2076

3. Date Incorporated or Qualified

04/04/1996

3a. Date of Last Report

2. Principal Place of Business

21 5200 Blue Lagoon Dr.

2a. Mailing Address

26 5200 Blue Lagoon Dr.

4. FEI Number

65-0681282

Applied For

Not Applicable

Suite, Apt. #, etc.

22 Suite 890

Suite, Apt. #, etc.

27 Suite 890

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

City & State

23 Miami, FL

City & State

28 Miami, FL

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

Zip

24 33126

Country

25 USA

Zip

29 33126

Country

30 USA

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

MORANTE, THOMASO F
777 BRICKELL AVENUE STE 500
SUNTRUST BLDG.
MIAMI FL

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D LEVINSON, MELVIN E MD

NAME
STREET ADDRESS 5201 BLUE LAGOON DRIVE STE 680
CITY-ST-ZIP MIAMI FL 33126

TITLE D LOONEY, KEVIN

NAME
STREET ADDRESS 1002 JUPITER PARK LANE UNIT 6
CITY-ST-ZIP JUPITER FL 33458

TITLE D CHAKOFF, STEPHEN

NAME
STREET ADDRESS 15405 SW 72ND COURT
CITY-ST-ZIP MIAMI FL 33157

TITLE D GOLDFARB, FRANK

NAME
STREET ADDRESS 15405 SW 72ND COURT
CITY-ST-ZIP MIAMI FL 33157

TITLE D

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

5200 Blue Lagoon Dr. Ste 890
Miami, FL 33126

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

5200 Blue Lagoon Dr. Ste. 890
Miami, FL 33126

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

5200 Blue Lagoon Dr. Ste 890
Miami, FL 33126

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5200 Blue Lagoon Dr. Ste 890
Miami, FL 33126

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/23/97 (35)263-8199

CR2E034 (9/96)