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FILED
Apr 21, 1999 8:00 am
Secretary of State

04-21-1999 90186 030 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000037063

1. Corporation Name
G.I. AFFILIATES, INC.

Principal Place of Business

2140 W. 68 STREET
SUITE 305
HIALEAH FL 33016

Mailing Address

P.O. BOX 56-0624
MIAMI FL 33256

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/29/1996

4. FEI Number

65-0684876

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible

Personal Property Tax.

Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

9. Name and Address of Current Registered Agent

~~FERNANDEZ, MANUEL A~~
2140 W. 68 STREET
SUITE 305
HIALEAH FL 33016

10. Name and Address of New Registered Agent

81 Name

PADILLA JR VICTOR.

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

2140 W. 68th St. # 305

83

84 City

Hialeah

FL

85 Zip Code

33014

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, typed or printed name of registered agent and date if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

03/25/99

12. OFFICERS AND DIRECTORS

TITLE D
NAME MADERAL, FRANCISCO R
STREET ADDRESS 2140 W 68TH STREET #305
CITY-ST-ZIP HIALEAH FL 33016

DELETE

TITLE D
NAME PINA, GEMA
STREET ADDRESS 2140 W 68TH STREET #305
CITY-ST-ZIP HIALEAH FL 33016

DELETE

TITLE D
NAME PADILLA JR, VICTOR
STREET ADDRESS 2140 W 68TH STREET #305
CITY-ST-ZIP HIALEAH FL 33016

DELETE

TITLE D
NAME PEREZ, JESUS
STREET ADDRESS 2140 W 68TH STREET #305
CITY-ST-ZIP HIALEAH FL 33016

DELETE

TITLE PSTD
NAME FERNANDEZ, MANUEL
STREET ADDRESS 2140 W 68TH STREET #305
CITY-ST-ZIP HIALEAH FL 33016

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

03/25/99

CR2E034 (11/98)