

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

FILED
Feb 25 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 # P96000039963 (9)

1. Corporation Name
VISTAGREEN HOLDINGS FLORIDA, INC.



Principal Place of Business C/O KARP & GENAUER, P.A. 2 ALHAMBRA PLAZA SUITE 1202 CORAL GABLES FL 33134	Mailing Address C/O KARP & GENAUER, P.A. 2 ALHAMBRA PLAZA SUITE 1202 CORAL GABLES FL 33134-5202
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3. Date Incorporated or Qualified 05/08/1996	3a. Date of Last Report
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	25
29	30

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name Alhambra Registered Agents, Inc. 82 Street Address (P.O. Box Number is Not Acceptable) 2 Alhambra Circle 83 Suite 1202 84 City Coral Gables FL 85 Zip Code 33134
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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, to 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]* Karp Pres. ARA, INC. DATE: 2/7/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	DP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EVANS, PETER B	1.2 NAME	Evans, Peter Burnett
STREET ADDRESS	CHARLOTT HOUSE, CHARLOTT STREET	1.3 STREET ADDRESS	Charlotte House, 2nd Floor
CITY-ST-ZIP	NASSAU, BAHAMAS	1.4 CITY-ST-ZIP	Nassau, Bahamas
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	DV <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	Crosbie-Jones, Adrian
STREET ADDRESS		2.3 STREET ADDRESS	Charlotte House, 2nd Floor
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Nassau, Bahamas
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	DST <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Carpenter, Roger
STREET ADDRESS		3.3 STREET ADDRESS	Charlotte House, 2nd Floor
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Nassau, Bahamas
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: 2/7/97 809-323-8575

CR2E034 (9/96)