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Apr 30 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 # P96000040693 (9)

1. Corporation Name

HEMISPHERE FINANCIAL CORP.



Principal Place of Business

SUITE 57 350-B

9070 KIMBERLY BOULEVARD 23123 State Rd 7
BOCA RATON FL 33428

Mailing Address

SUITE 57 350-B

9070 KIMBERLY BOULEVARD 23123 State Rd. 7
BOCA RATON FL 33424-2861
Boca Raton, FL 33428

3. Date Incorporated or Qualified

05/07/1996

3a. Date of Last Report

1st report

2. Principal Place of Business

21 23122 State Road 7

Suite, Apt. #, etc.

22 350-B

City & State

23 BOCA RATON, FL.

Zip

24 33428

Country

25 Palm Beach

2a. Mailing Address

26 Same as principal place

Suite, Apt. #, etc.

27

City & State

28

Zip

29

Country

30

4. FEI Number

65-0676109

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional

Fee Required

6. Election Campaign Financing

\$5.00 May Be

Trust Fund Contribution

Added to Fees

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

Florida Statutes

Yes

No

10. Name and Address of New Registered Agent

BREGG, HERBERT

SUITE 57

9070 KIMBERLY BOULEVARD

BOCA RATON FL 33434

81 Name

ANDRE JEAN-PIERRE

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

83 5077 NW 96th AVE

84 City

CORAL SPRINGS

FL

85 Zip Code

33076

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 ANDRE JEAN-PIERRE

Signature, typed or printed name of registered agent and file if applicable

(NOTE: Registered Agent signature required when reinstating)

4/28/97

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PRESIDENT
HERBERT BREGG
2341 NW 86 DR.
BOCA RATON, FL. 33491

TITLE NAME STREET ADDRESS CITY-ST-ZIP

EXEC. VICE PRESIDENT
ANDRE JEAN-PIERRE
5077 NW 86 DR.
CORAL SPRINGS, FL. 33076

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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

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

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

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

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.

CR2E034 (9/96)