

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

FILED  
Apr 23 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                           |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # P96000044851  
1. Corporation Name

MAHOGANY OAK CORP.

|                                                                                                  |                                                                                                        |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Principal Place of Business<br>1000 Ponce de Leon Blvd.<br>Suite 318A<br>Coral Gables, Fl. 33134 | Mailing Address<br>c/o Ernesto Sanchez P.A.<br>814 Ponce de Leon Blvd. #505<br>Coral Gables, Fl. 33134 |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
05/24/96

|                                                                                                     |                                                                                          |                                                              |                                                                                                     |                                                                                                                |                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country | 4. FEI Number<br>65-0712254<br>Applied For<br>Not Applicable | 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent

ERNESTO SANCHEZ, P.A.  
814 Ponce de Leon Blvd. Suite 505  
Coral Gables, Fl. 33134

10. Name and Address of New Registered Agent

|                                                       |             |
|-------------------------------------------------------|-------------|
| 81 Name                                               | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | FL          |

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 title, if applicable

(NOTE: Registered Agent signature required when re-registering)

DATE

| 12. OFFICERS AND DIRECTORS |                                      | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                              |
|----------------------------|--------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | P/S <input type="checkbox"/> DELETE  | 11 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | Sanchez, Ernesto                     | 12 NAME                                               |                                                                              |
| STREET ADDRESS             | 814 Ponce de Leon Blvd., #505        | 13 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | Coral Gables, Fl. 33134              | 14 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | D/VP <input type="checkbox"/> DELETE | 21 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | Perez, Javier                        | 22 NAME                                               |                                                                              |
| STREET ADDRESS             | 37 Majorca #304                      | 23 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | Coral Gables, Fl. 33134              | 24 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | D/VP <input type="checkbox"/> DELETE | 31 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | Perez, Carlos                        | 32 NAME                                               |                                                                              |
| STREET ADDRESS             | 37 Majorca, #304                     | 33 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | Coral Gables, Fl. 33134              | 34 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE      | 41 TITLE                                              | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       |                                      | 42 NAME                                               | VP/AS                                                                        |
| STREET ADDRESS             |                                      | 43 STREET ADDRESS                                     | De Atencio, Josefina                                                         |
| CITY-ST-ZIP                |                                      | 44 CITY-ST-ZIP                                        | 37 Majorca, #304                                                             |
| TITLE                      | <input type="checkbox"/> DELETE      | 51 TITLE                                              | Coral Gables, Fl. 33134                                                      |
| NAME                       |                                      | 52 NAME                                               |                                                                              |
| STREET ADDRESS             |                                      | 53 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                |                                      | 54 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <input type="checkbox"/> DELETE      | 61 TITLE                                              | 30000024981000                                                               |
| NAME                       |                                      | 62 NAME                                               | -04/23/98--01082--008                                                        |
| STREET ADDRESS             |                                      | 63 STREET ADDRESS                                     | ***158.75                                                                    |
| CITY-ST-ZIP                |                                      | 64 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 of this filing, or on an attachment with an address.

SIGNATURE

*Ernesto Sanchez*

4/13/98

(305) 441-2040

CR2E034 (10/97)