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FILED
Sep 17 1997 8:00am
Secretary of State

CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000055613
 1. Corporation Name

LIFESTYLES INTERNATIONAL CLUB, INC.

Principal Place of Business: **169 E. FLAGLER ST. SUITE 1527 MIAMI, FLORIDA 33131**
 Mailing Address: **169 E. FLAGLER ST. SUITE 1527 MIAMI, FLORIDA 33131**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified: **JUNE 28, 1996**
 3a. Date of Last Report
 4. FEI Number: **65-0691942**
 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 has liability for intangible tax under S. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name: **DISNEY D. THOMPSON**
 82 Street Address (P.O. Box Number is Not Acceptable): **169 E. FLAGLER ST., STE 1527**
 83
 84 City: **MIAMI** FL 85 Zip Code: **33131**

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 officer 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: **Disney Thompson** (NOTE: Registered Agent signature required when constituting) DATE: **9/12/97**

12. OFFICERS AND DIRECTORS

TITLE	D/PRES.
NAME	LUIS FERNANDO BOHORQUEZ
STREET ADDRESS	169 EAST FLAGLER ST., STE 1527
CITY-ST-ZIP	MIAMI, FLORIDA 33131
TITLE	D/SECT.
NAME	MARLENE AWAD DE BOHORQUEZ
STREET ADDRESS	169 EAST FLAGLER ST., STE 1527
CITY-ST-ZIP	MIAMI, FLORIDA 33131
TITLE	D
NAME	CARIME MARLENE BOHORQUEZ
STREET ADDRESS	169 EAST FLAGLER ST., STE 1527
CITY-ST-ZIP	MIAMI, FLORIDA 33131
TITLE	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: **CARIME MARLENE BOHORQUEZ** DATE: **9/11/97** (305) 381-9188
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #