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

PROFIT
CORPORATION
ANNUAL REPORT
1999

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

FILED
99 FEB 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000064385

1. Corporation Name
ocean cruises management

Principal Place of Business
1015 north america way
suite 128
miami, FL 33132

Mailing Address

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt. #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified 08/01/96

4. FEI Number 65-0778327 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

Emilio Tsokopoulos
1015 north america way.
suite 128
miami, FL 33132

10. Name and Address of New Registered Agent

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

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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Required if agent is changing)

12. OFFICERS AND DIRECTORS

TITLE	D	[X] DELETE
NAME	Malena Tsokopoulos	
STREET ADDRESS	1015 north america way, #128	
CITY-ST-ZIP	miami, FL 33132	
TITLE	President	[X] DELETE
NAME	Emilio Tsokopoulos	
STREET ADDRESS	1015 north america way, #128	
CITY-ST-ZIP	miami, FL 33132	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	President	[X] Change [ ] Add
NAME	malena Tsokopoulos	
STREET ADDRESS	1015 north america way, #128	
CITY-ST-ZIP	miami, FL 33132	
TITLE	D	[X] Change [ ] Add
NAME	Emilio Tsokopoulos	
STREET ADDRESS	1015 north america way, #128	
CITY-ST-ZIP	miami, FL 33132	
TITLE		[ ] Change [ ] Add
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] Change [ ] Add
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] Change [ ] Add
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] Change [ ] Add
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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****150.00 ****150.00

CR2E034 (11/98)

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 _____ 2/17/99 305491-3268
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR