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Jul 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # P96000066112
1. Corporation Name

KEY PRIME HOLDINGS CORP.

Principal Place of Business Mailing Address
1925 BRICKELL AVE 1925 BRICKELL AVE
STE D-206 STE D-206
MIAMI FL 33129 MIAMI FL 33129

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

9. Name and Address of Current Registered Agent
BESU, ROGER
1925 BRICKELL AVE
STE D-206
MIAMI FL 33129

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 4/30/98

12. OFFICERS AND DIRECTORS
TITLE NAME P/D RIOS-VAQUERO, FRANCISCO
STREET ADDRESS 1925 BRICKELL AVE SUITE D206
CITY-ST-ZIP MIAMI, FLA. 33129
TITLE NAME VP/T PARRA-GIL, JOSE
STREET ADDRESS 1925 BRICKELL AVENUE SUITE D206
CITY-ST-ZIP MIAMI FLA

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 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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 8-8-96
4. FEI Number 65-0770783
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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No
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

200002583852
-07/09/98--01010--044
***150.00

4/30/98 (305) 854-6363

CR2E034 (10/97)