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Apr 17 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 # P96000070415 (0)

1. Corporation Name
M-411 HOLDINGS, INC.



Principal Place of Business
1570 MADRUGA AVENUE #405
CORAL GABLES FL 33148

Mailing Address
1570 MADRUGA AVENUE #405
CORAL GABLES FL 33148-3014

3. Date Incorporated or Qualified 08/22/1996	3a. Date of Last Report N/A
4. FEI Number 65-0715068	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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 KEY CORPORATE SERVICES, INC. 200 SOUTH BISCAYNE BOULEVARD 20TH FLOOR MIAMI FL 33131		10. Name and Address of New Registered Agent	
81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83.	84. City
		85. Zip Code	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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	PIP
NAME	CAIN, MICHAEL L	1.2 NAME	
STREET ADDRESS	1570 MADRUGA AVENUE #405	1.3 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL 33148	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	PIP
NAME	PARRISH, FRANK JR	2.2 NAME	
STREET ADDRESS	1570 MADRUGA AVENUE #405	2.3 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL 33148	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	S
NAME		3.2 NAME	Wilma Aquila
STREET ADDRESS		3.3 STREET ADDRESS	9280 SW 123 Ct #401
CITY - ST - ZIP		3.4 CITY - ST - ZIP	Miami, FL 33186
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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.

SIGNATURE: Wilma Aquila REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 4/9/97 Daytime Phone #: 305-667-4220

CR2E034 (9/96)