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May 02 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P96000070562 (9)

1. Corporation Name
EAST RIVER ENTERPRISES, INC.



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| Principal Place of Business 1550 MADRUGA AVE. SUITE 120 CORAL GABLES FL 33146 | Mailing Address 1550 MADRUGA AVE. SUITE 120 CORAL GABLES FL 33146-3073 |
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|--------------------------------|------------------|---------------------|-------------|--|------------------|---------------------------------------|-------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 08/22/1996 | | 3a. Date of Last Report N/A | |
| 21. Suite, Apt. #, etc. | 22. City & State | 23. Zip | 24. Country | 25. Suite, Apt. #, etc. | 26. City & State | 27. Zip | 28. Country |
| 2. Principal Place of Business | | | | 2a. Mailing Address | | | |
| 21. Suite, Apt. #, etc. | | | | 22. City & State | | | |
| 23. Zip | | | | 24. Country | | | |
| 25. Suite, Apt. #, etc. | | | | 26. City & State | | | |
| 27. Zip | | | | 28. Country | | | |
| 29. Suite, Apt. #, etc. | | | | 30. City & State | | | |
| 31. Zip | | | | 32. Country | | | |

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|--|--|--|--|--|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| WHIPPLE, PATRICIA M 1550 MADRUGA AVE, SUITE 120 CORAL GABLES FL 33146 | | | | Richard J. O'Hare, Esq. 1550 Madruga Avenue Suite #120 Coral Gables, FL 33146 | | | |

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]* **RICHARD J. O'HARE** DATE: **4/24/97**

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------------|---|---|
| TITLE | PSTD | 1.1 TITLE | P |
| NAME | VILHEGAS MOREIRA, JAIME D | 1.2 NAME | Eduardo Fernando de Mendonca Motta |
| STREET ADDRESS | 1550 MADRUGA AVE, SUITE 120 | 1.3 STREET ADDRESS | c/o Richard J. O'Hare, Esq. |
| CITY-ST-ZIP | CORAL GABLES FL 33146 | 1.4 CITY-ST-ZIP | 1550 Madruga Av., #120, Coral Gables |
| TITLE | | 2.1 TITLE | VP |
| NAME | | 2.2 NAME | Orlando Pereira de Lima Arruda c/o |
| STREET ADDRESS | | 2.3 STREET ADDRESS | Richard J. O'Hare, Esq., 1550 Madruga |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | Av., #120 Coral Gables, FL 33146 |
| TITLE | | 3.1 TITLE | S |
| NAME | | 3.2 NAME | Oswaldo Jofre Travassos c/o Richard |
| STREET ADDRESS | | 3.3 STREET ADDRESS | J. O'Hare, Esq., 1550 Madruga Av. #120 |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | Coral Gables, FL 33146 |
| TITLE | | 4.1 TITLE | T |
| NAME | | 4.2 NAME | Ricardo Weizmann c/o Richard J. |
| STREET ADDRESS | | 4.3 STREET ADDRESS | O'Hare, Esq., 1550 Madruga Av. #120, |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | Coral Gables, FL 33146 |
| TITLE | | 5.1 TITLE | Assistant Secretary |
| NAME | | 5.2 NAME | Richard J. O'Hare, Esq. |
| STREET ADDRESS | | 5.3 STREET ADDRESS | 1550 Madruga Avenue, Ste. #120 |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | Coral Gables, FL 33146 |
| 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: *[Signature]* **RICHARD J. O'HARE** DATE: **4/24/97** DAYTIME PHONE: **(305) 661-4600**

CE034 (9/96)