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Mar 28 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 # P96000071338 (3)

1. Corporation Name

PROSALES EXPORT-IMPORT INC.

Principal Place of Business

520 BRICKELL KEY DRIVE
SUITE 0-305
MIAMI FL 33131

Mailing Address

520 BRICKELL KEY DRIVE
SUITE 0-305
MIAMI FL 33131-2619

3. Date Incorporated or Qualified

08/27/1996

3a. Date of Last Report

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

9. Name and Address of Current Registered Agent

FREEMAN, STEPHEN A
520 BRICKELL KEY DRIVE
SUITE 0-305
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

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

(Sign and type printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

1.1 TITLE

D

1.2 NAME

FREEMAN, STEPHEN A

1.3 STREET ADDRESS

520 BRICKELL KEY DRIVE, SUITE 0-305

1.4 CITY - ST - ZIP

MIAMI FL 33131

1.5 TITLE

1.6 NAME

1.7 STREET ADDRESS

1.8 CITY - ST - ZIP

1.9 TITLE

1.10 NAME

1.11 STREET ADDRESS

1.12 CITY - ST - ZIP

1.13 TITLE

1.14 NAME

1.15 STREET ADDRESS

1.16 CITY - ST - ZIP

1.17 TITLE

1.18 NAME

1.19 STREET ADDRESS

1.20 CITY - ST - ZIP

1.21 TITLE

1.22 NAME

1.23 STREET ADDRESS

1.24 CITY - ST - ZIP

1.25 TITLE

1.26 NAME

1.27 STREET ADDRESS

1.28 CITY - ST - ZIP

1.29 TITLE

1.30 NAME

1.31 STREET ADDRESS

1.32 CITY - ST - ZIP

1.33 TITLE

1.34 NAME

1.35 STREET ADDRESS

1.36 CITY - ST - ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

P,D

1.2 NAME

Ayzenshtat, Efim

1.3 STREET ADDRESS

520 Brickell Key Dr. 305

1.4 CITY - ST - ZIP

Miami, FL. 33131

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 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:

Efim Ayzenshtat
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-11-97

Date

Daytime Phone #

0171824

CR2E034 (9/96)