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PROFIT
CORPORATION
ANNUAL REPORT

1997



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

FILED
Feb 25 1997 8:00am
Secretary of State

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MIAMI STAR, INC.

Principal Place of Business

C/O TIMESTAR INC
110 EAST 9TH STREET
LOS ANGELES CA 90019

Mailing Address

C/O TIMESTAR INC
110 EAST 9TH STREET
LOS ANGELES CA 90079 1300

2. Principal Place of Business

21) 111 NE 1st Street

22) #770

23) Miami, FL

24) 33132

25) Dade

26. Mailing Address

26) 111 NE 1st Street

27) #770

28) Miami FL

29) 33132

30) Dade

CORPORATION SERVICE COMPANY
1201 NAYS STREET
TALLAHASSEE FL 32301

01 Name

02 Street Address (P.O. Box Number is Not Acceptable)

03

04 City

FL 33132

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.

12. Officers and Directors

Signature, typed name, title, and address of each officer and director, and the registered agent, if different from the corporation service company.

OFFICERS AND DIRECTORS

12. Officers and Directors
13. Registered Agent
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. 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.

13. Registered Agent

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. 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.

Pro: Moshe Ben Nissan
Street: 20110 E 94th St #A-967
City: Los Angeles, CA 90079

V.P. Zeev Golani
16485 NE 26th Place
N. Miami Beach, FL 33160

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***165.00

SIGNATURE: X

Zeev Golani Pro 2/14/97 305 377-8883