FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00 AMENDED

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 APR 27 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000080565

1. Corporation Name

SOUTHERN PEARL EXPRESS, INC.

Principal Place of Business	Mailing Address
6405 NW 36 ST. SUITE #208 MIAMI, FL 33166	6405 NW 36 ST. SUITE #208 MIAMI, FL 33166

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 9/27/96

4. FEI Number: 65-0717235

5. Certificate of Status Desired: X — $8.75 Affix Exact Fee

6. Election Campaign Financing Trust Fund Contribution: [ ] — $5.00 Per Spec. Affix Exact Fee

8. This corporation owes the current year Intangible Personal Property Tax: [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 6405 NW 36 ST. Suite, Apt. #, etc. 22 SUITE #208 City & State 23 MIAMI, FL Zip / Country 24 33166 [25] USA	26 6405 NW 36 ST. Suite, Apt. #, etc. 27 SUITE #208 City & State 28 MIAMI, FL Zip / Country 29 33166 [30] USA

9. Name and Address of Current Registered Agent

Isela Aguiar
6405 N.W. 36th Street, #208
Miami, FL 33166

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
Signature, typed or printed name, of registered agent and title if applicable — DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS (SEE 12)	
TITLE	[ ] DELETE	11 TITLE	[ ] Change [X] Add
NAME		12 NAME	PRESIDENT
STREET ADDRESS		13 STREET ADDRESS	SAHIDY AGUIAR
CITY-ST-ZIP		14 CITY-ST-ZIP	6405 NW 36 STREET, STE #208
TITLE	[ ] DELETE	21 TITLE	MIAMI, FL 33166
NAME		22 NAME	[ ] Change [ ] Add
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	[ ] DELETE	31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	[ ] DELETE	41 TITLE	[ ] Change [ ] Add
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	[ ] DELETE	51 TITLE	[ ] Change [ ] Add
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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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, with all other like empowered.

AD

SIGNATURE: Sahidy Aguiar — 4/26/99 — 305 8709922
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone Number