

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 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
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DOCUMENT # P96000090356 (2)

1. Corporation Name
NEW FACES DIFFUSION, INC.



Principal Place of Business 200 S. BISCAYNE BLVD., STE 4015 MIAMI FL 33131	Mailing Address 200 S. BISCAYNE BLVD., STE 4015 MIAMI FL 33131
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2. Principal Place of Business 21 1688 Meridian Avenue Suite, Apt. #, etc. 22 Suite 707 City & State 23 Miami Beach, FL Zip 24 33139		2a. Mailing Address 26 1688 Meridian Avenue Suite, Apt. #, etc. 27 Suite 707 City & State 28 Miami Beach, FL Zip 29 33139		3. Date Incorporated or Qualified 11/04/1996		3a. Date of Last Report	
Country 25 USA		Country 30 USA		4. FEI Number 65-0706813		Applied For 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			

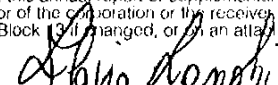
9. Name and Address of Current Registered Agent SALUSSOLIA, PIERO 200 S. BISCAYNE BLVD., STE 4815 MIAMI FL 33131				10. Name and Address of New Registered Agent			
				b1 Name			
				b2 Street Address (P.O. Box Number is Not Acceptable)			
				b3			
				b4 City			
				FL b5 Zip Code			

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 file if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
1.1 TITLE D 1.2 NAME LONGHI, FLAVIO 1.3 STREET ADDRESS PIAZZA LUIGI DI SAVOIA 22 1.4 CITY-ST-ZIP 20124 MILANO, ITALY				1.1 TITLE D/P 1.2 NAME LONGHI, FLAVIO 1.3 STREET ADDRESS Piazza Luigi Di Savoia 22 1.4 CITY-ST-ZIP 20124 Milano, ITALY			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
2.1 TITLE S 2.2 NAME SAHARIK, NADIA 2.3 STREET ADDRESS 1688 Meridian Avenue, Suite 707 2.4 CITY-ST-ZIP Miami Beach, FL 33139				2.1 TITLE S 2.2 NAME SAHARIK, NADIA 2.3 STREET ADDRESS 1688 Meridian Avenue, Suite 707 2.4 CITY-ST-ZIP Miami Beach, FL 33139			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
3.1 TITLE T 3.2 NAME BENEDETTI, CLAUDIO 3.3 STREET ADDRESS 1699 Meridian Avenue, Suite 707 3.4 CITY-ST-ZIP Miami Beach, FL 33139				3.1 TITLE T 3.2 NAME BENEDETTI, CLAUDIO 3.3 STREET ADDRESS 1699 Meridian Avenue, Suite 707 3.4 CITY-ST-ZIP Miami Beach, FL 33139			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP				4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP				5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 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 its 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 in an attachment with an address.

SIGNATURE:  FLAVIO LONGHI (305) 531-3031

CR2E034 (9/96)