

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

FILED

May 12 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 # P96000096191 (7)

1. Corporation Name
SHOPTEL, INC.



Principal Place of Business 601 BRICKELL KEY DRIVE SUITE 805 MIAMI FL 33131	Mailing Address 601 BRICKELL KEY DRIVE SUITE 805 MIAMI FL 33131-2649
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3. Date Incorporated or Qualified 11/26/1996	3a. Date of Last Report
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2. Principal Place of Business 21. 601 BRICKELL KEY DR. Suite, Apt. #, etc. 22. 705 City & State 23. MIAMI FLA Zip 24. 33131 Country 25. USA	2a. Mailing Address 26. 601 BRICKELL KEY DR. Suite, Apt. #, etc. 27. 705 City & State 28. MIAMI FLA Zip 29. 33131 Country 30. USA
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4. FEI Number 65-0725389	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent DE LA PENA, LEONCIO E 601 BRICKELL KEY DRIVE SUITE 805 MIAMI FL 33131	
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10. Name and Address of New Registered Agent	
81. Name LEONCIO E. de la PENA	
82. Street Address (P.O. Box Number is Not Acceptable) 601 BRICKELL KEY DRIVE	
83. Suite 705	
84. City MIAMI	85. Zip Code FL 33131

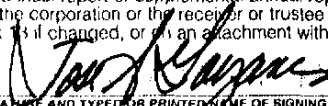
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE  **LEONCIO E. de la PENA** DATE **2/9/97**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	D GOYANES, JOSE A
STREET ADDRESS	601 BRICKELL KEY DRIVE, #805
CITY-ST-ZIP	MIAMI FL 33131
TITLE	<input type="checkbox"/> DELETE
NAME	D BARBA, TERESA
STREET ADDRESS	601 BRICKELL KEY DRIVE, #805
CITY-ST-ZIP	MIAMI FL 33131
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	601 BRICKELL KEY DR. #705
1.4 CITY-ST-ZIP	MIAMI FL 33131
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	601 BRICKELL KEY DR. #705
2.4 CITY-ST-ZIP	MIAMI FL 33131
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 as an attachment with an address.

SIGNATURE:  DATE: **04/09/97** DAYTIME PHONE: **577-8896**
(NOTE: Registered Agent signature required when reinstating)

CR2E034 (9/96)