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**Mar 21 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 # P96000100452 (7)

1. Corporation Name
CARLES PRODUCTIONS, INC.



Principal Place of Business Mailing Address
13800 S.W. 8TH ST SUITE 150 MIAMI F: 33184
13800 S.W. 8TH ST SUITE 150 MIAMI F: 33184-3032

3. Date Incorporated or Qualified **12/12/1996** 3a. Date of Last Report
4. FEI Number **65-0719117** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**AMERILAWYER CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134**

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 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
NAME **P NODAL, LUIS D**
STREET ADDRESS **13800 S.W. 8TH ST**
CITY-ST-ZIP **MIAMI F: 33184**
TITLE DELETE
NAME **VD CARLES, MAGALY**
STREET ADDRESS **13800 S.W. 8TH ST**
CITY-ST-ZIP **MIAMI F: 33184**
TITLE DELETE
NAME **S BRIEVA, FIDEL**
STREET ADDRESS **13800 S.W. 8TH ST**
CITY-ST-ZIP **MIAMI F: 33184**
TITLE DELETE
NAME **TD NODAL, LUIS D**
STREET ADDRESS **13800 S.W. 8TH ST**
CITY-ST-ZIP **MIAMI F: 33184**
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE Change 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 on an attachment with an address.

SIGNATURE: *[Signature]* **Luis Del Nodal**
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

03/23/97 **305-238-8274**
Date Daytime Phone # 0004811

CR2E034 (9/96)