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Apr 15 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P97000043390 (8)

1. Corporation Name
R. BROTHERS, INC.

Principal Place of Business
1200 WEST AVE SUITE 1615
MIAMI BEACH FL 33139

Mailing Address
1200 WEST AVE SUITE 1615
MIAMI BEACH FL 33139



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 1200 WEST AVE.		26 1200 WEST AVE.		05/16/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 SUITE 1227		27 SUITE #1227		65-0819226	
City & State		City & State		Applied For	
23 MIAMI BEACH		28 MIAMI BEACH		Not Applicable	
Zip		Zip		5. Certificate of Status Desired	
24 33139		29 33139		<input type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing	
25 USA		30 USA		Trust Fund Contribution	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
RAIZLER, SANDRO 1200 WEST AVE SUITE 1615 MIAMI BEACH FL 33139				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	SANDRO, RAIZLER
NAME	RAIZLER, SANDRO	1.2 NAME	1200 WEST AVE. SUITE 1227
STREET ADDRESS	1200 WEST AVE SUITE 1615	1.3 STREET ADDRESS	MIAMI BEACH, FL. 33139
CITY-ST-ZIP	MIAMI BEACH FL 33139	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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.

SIGNATURE:

[Signature]

1/16/98

(305) 531 3360

CR2E034 (10/97)