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Apr 08 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000059690 (2)

1. Corporation Name  
BOR, INC.



Principal Place of Business  
1920 S. DIXIE HWY., STE. 830  
CORAL GABLES FL 33146  
217 ARAGON AVE  
CORAL GABLES, FLA. 33134

Mailing Address 217 ARAGON AVE  
1920 S. DIXIE HWY., STE. 830  
CORAL GABLES FL 33146  
33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 ARAGON AVE 21 2000 Ponce De Leon Blvd. Suite, Apt. #, etc. 22 Suite 1125 City & State 23 Coral Gables, Florida Zip 24 33134		2a. Mailing Address 217 ARAGON AVE 26 2000 Ponce De Leon Blvd. Suite, Apt. #, etc. 27 Suite 1125 City & State 28 Coral Gables, Florida Zip 29 33134		3. Date Incorporated or Qualified 07/09/1997		4. FEI Number 65-0767120 Applied For Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		7. 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

BREIER, ROBERT G. ROBERT A. BRANDON  
1920 S. DIXIE HWY., STE. 830 217 ARAGON AVE  
CORAL GABLES FL 33146 CORAL GABLES, FLA  
33134

10. Name and Address of New Registered Agent

81 Name Robert A. BRANDON  
82 Street Address (P.O. Box Number is Not Acceptable) 217 ARAGON AVE  
83 2000 Ponce De Leon Blvd.  
Suite 1125  
84 City Coral Gables FL 85 Zip Code 33134

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 name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

Robert A. Brandon - Pres. 3/20/98

12. OFFICERS AND DIRECTORS  
TITLE D  
NAME BRANDON, ROBERT A  
STREET ADDRESS 1920 S. DIXIE HWY., STE. 830 217 ARAGON AVE  
CITY-ST-ZIP CORAL GABLES FL 33146-34

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12  
1.1 TITLE President  
1.2 NAME Robert A. Brandon  
1.3 STREET ADDRESS 217 ARAGON AVE  
1.4 CITY-ST-ZIP Coral Gables, FL 33134

TITLE  
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STREET ADDRESS  
CITY-ST-ZIP

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2.1 TITLE  
2.2 NAME  
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2.4 CITY-ST-ZIP

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
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 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 an incorporator 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: Robert A. Brandon 3/27/98 305-442-2340

CR2E034 (10/97)