

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

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Mar 01, 1999 8:00 am
Secretary of State

03-01-1999 90077 029 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000063738

1. Corporation Name
GRUPO MILENIO III, INC.

Principal Place of Business 151 MAJORCA AVE. SUITE C CORAL GABLES FL 33134	Mailing Address 151 MAJORCA AVE. SUITE C CORAL GABLES FL 33134
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2121 PONCE DE LEON BLVD	2a. Mailing Address 26 2121 PONCE DE LEON BLVD
(Suite) Apt. #, etc. 22 240	(Suite) Apt. #, etc. 27 240
City & State 23 CORAL GABLES, FL	City & State 28 CORAL GABLES, FL
Zip Country 24 33134 25	Zip Country 29 33134 30

3. Date Incorporated or Qualified 07/22/1997	Applied For Not Applicable
4. FEI Number 65-0772213	
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	
8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

LEMUS, LYDIA R
8075 N.W. 8 STREET #9
MIAMI FL 33126

10. Name and Address of New Registered Agent

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

TITLE	PSD	<input type="checkbox"/> DELETE
NAME	LEMUS, LYDIA R	
STREET ADDRESS	8075 N.W. 8 STREET #9	
CITY-ST-ZIP	MIAMI FL 33126	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	ARES, JORGE L	
STREET ADDRESS	8079 N.W. 8 STREET #1	
CITY-ST-ZIP	MIAMI FL 33126	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 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, with all other like empowered.

SIGNATURE:  **LYDIA R. LEMUS**
 DATE: **1/29/99** DAYTIME PHONE#: **305-443-3301**

CR2E034 (11/98)