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Secretary of State

PROFIT CORPORATION ANNUAL REPORT

1998

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

DOCUMENT # P97000069925 (0)

1. Corporation Name
BLUE CLIFF, INC.

Principal Place of Business	Mailing Address
2665 S. BAYSHORE DRIVE SUITE 900 MIAMI FL 33133	2665 S. BAYSHORE DRIVE SUITE 900 MIAMI FL 33133

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/11/1997

4. FEI Number: [X] Applied For [ ] Not Applicable

5. Certificate of Status Desired: XXX — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: [ ] — $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 2665 S. Bayshore Dr.	26 2665 S. Bayshore Dr.
Suite, Apt. #, etc. 22 703	Suite, Apt. #, etc. 27 703
City & State 23 Miami, FL	City & State 28 Miami, FL
Zip: 24 33133 — Country: 25 USA	Zip: 29 33133 — Country: 30 USA

9. Name and Address of Current Registered Agent

RICHARDS, TIMOTHY D ESQ.
2665 S. BAYSHORE DRIVE
SUITE 900
MIAMI FL 33133

10. Name and Address of New Registered Agent

81 Name: World Corporate Services, Inc.
82 Street Address (P.O. Box Number is Not Acceptable): 2665 S. Bayshore Dr.
83 Suite 703
84 City: Miami — FL — 85 Zip Code: 33133

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: Timothy D. Richards — 4/6/98
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 / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	[ ] Change [ ] Addition P/D Jose Manuel Belsol 2665 S. Bayshore Dr., Suite 703 Miami, FL 33133
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	[ ] Change [ ] Addition S/D Rafael Ayala 2665 S. Bayshore Dr., Suite 703 Miami, FL 33133
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	[ ] Change [ ] Addition D Manuel Guillen 2665 S. Bayshore Dr., Suite 703 Miami, FL 33133
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	[ ] Change [X] Addition AS Timothy D. Richards, Esq. 2665 S Bayshore DR STE 703 Miami, Florida 33133-5401
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	[ ] Change [ ] Addition 000012563850 06/18/98 01014 012 ***158.75

CR2E034 (10/97)

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: Timothy D. Richards — 4-30-98 (305)858-9810