

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

FILED
May 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
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DOCUMENT # P97000107875 (1)
 1. Corporation Name
ATHERTON VENTURES, INC.



Principal Place of Business 520 BRICKELL KEY DR., SUITE 0-305 MIAMI FL 33131	Mailing Address 520 BRICKELL KEY DR., SUITE 0-305 MIAMI FL 33131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/23/1997	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0805427	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24		30		6. Election Campaign Financing 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 type="checkbox"/> Yes <input type="checkbox"/> No					

9. Name and Address of Current Registered Agent ROJAS, MARCO E 520 BRICKELL KEY DR., SUITE 0-305 MIAMI FL 33131				10. Name and Address of New Registered Agent	
				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President/Secretary <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Rojas, Gustavo	1.2 NAME	
STREET ADDRESS	520 Brickell Key Drive, Suite 0-305	1.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Fl 33131	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	de Rojas, Nelly	2.2 NAME	
STREET ADDRESS	520 Brickell Key Drive, Suite 0-305	2.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Fl 33131	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Rojas, Marco E.	3.2 NAME	
STREET ADDRESS	520 Brickell Key Drive, Suite 0-305	3.3 STREET ADDRESS	
CITY-ST-ZIP	Miami, Fl 33131	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: _____

CR2E034 (10/97)