

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

PROFIT CORPORATION ANNUAL REPORT 1999 AMENDED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -6 AM 9:52

DOCUMENT # P98000002606

1. Corporation Name

ALL AMERICAN MORTGAGE COMPANY, INC.

NOTE AMENDED 1999 REPORT FEE \$61.25

Principal Place of Business

12515 N. KENDALL DRIVE
MIAMI, FLORIDA 33186
SUITE #300-302

Mailing Address

12515 N. KENDALL DRIVE
MIAMI, FLORIDA 33186
SUITE #300-302

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

JANUARY 9, 1998

2. Principal Place of Business

21 12515 N. KENDALL DRIVE

2a. Mailing Address

26 12515 N. KENDALL DRIVE

4. FEI Number

65-080-4749

Applied For

Not Applicable

22 Suite, Apt. #, etc.

300-302

27 Suite, Apt. #, etc.

300-302

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 City & State

MIAMI, FLORIDA

28 City & State

MIAMI, FLORIDA

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24 Zip

33186

Country

USA

29 Zip

33186

Country

USA

8. This corporation owes the current year intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

MICHELE NUNEZ
12515 N. KENDALL DRIVE
SUITE #300-302
MIAMI, FLORIDA 33186

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 607.0501 and 607.0508, 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

Michele Nunez
Michele Nunez

9/22/99

Signature, typed or printed name of registered agent and not applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CORPORATE SECRETARY DELETE
NAME MICHELE NUNEZ
STREET ADDRESS 12515 N. KENDALL DR. #300-302
CITY-ST-ZIP MIAMI, FLORIDA 33186

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
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TITLE DELETE
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CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE VICE PRESIDENT Change Addition
1.2 NAME RAMON AGUILAR
1.3 STREET ADDRESS 12515 N. KENDALL DRIVE, #300-302
1.4 CITY-ST-ZIP MIAMI, FLORIDA 33186

2.1 TITLE Change Addition
2.2 NAME 000003012940--7
2.3 STREET ADDRESS -10/12/99--01061--009
2.4 CITY-ST-ZIP *****61.25 *****61.25

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

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

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

6.1 TITLE Change 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:

Michele Nunez
Michele Nunez
Corporate Secretary

9/22/99

305-595-8886

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (1/198)

MINUTES OF SPECIAL SHAREHOLDER MEETING OF
ALL AMERICAN MORTGAGE COMPANY, INC.

A shareholders' meeting of the above named individuals was held
at 12515 N. KENDALL DRIVE, SUITE #300-302, MIAMI, FLORIDA 33186
on SEPT. 9, 19 99 at 10:00 o'clock A.M. M.
_____ called the

shareholders' meeting to order.

On motion duly made, seconded and carried, MICHELE
NUNEZ was elected Chairman of the meeting and accepted
his/her respective office.

The Chairman then noted that this was an special shareholders'
meeting called by the directors of the above named corporation
pursuant to Article I of the Bylaws of the above named corporation for
the purpose of electing directors and such other business as may be
brought before the shareholders at said meeting.

The Secretary of the above named corporation was recognized and
reported that notice requirements pursuant to Article I, Section 4 of
the Bylaws of the above named corporation had been complied with.

The Secretary then called roll and found that the following
shareholders entitled to vote in person or by proxy constituted a
quorum pursuant to Article I, Section 6 of the Bylaws of the above
named corporation:

ALL AMERICAN MORTGAGE COMPANY, INC.

Thereupon, the Chairman declared that the meeting was duly
constituted in compliance with the Bylaws of the above named
corporation.

The Chairman then opened the floor for nominations for the
directors of the above named corporation. The following persons were
nominated for directors:

RAMON AGUILAR, IN PERSON, AS VICE PRESIDENT

Upon the vote of those shareholders present at the meeting and
in accordance with Article I, Sections 6, 7 and 8 of the Bylaws of the

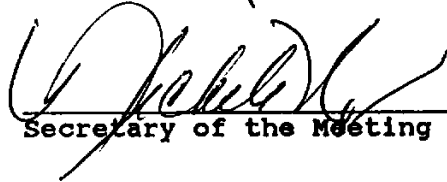
above named corporation, the following persons were elected as directors:

RAMON AGUILAR, AS VICE PRESIDENT

Upon motion duly made, seconded and carried, the Secretary was directed to spread the minutes of the shareholder's meeting at length in the minute book.

There being no further business requiring shareholder action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

DATED this 9 day of SEPTEMBER, 1999.



Secretary of the Meeting MICHELE NUNEZ