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

PROFIT CORPORATION ANNUAL REPORT

1999

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

DOCUMENT # P98000043124

1. Corporation Name

Aquatic Reef Systems, Inc.

Principal Place of Business
11772 SW 88 St
Miami FL 33186

Mailing Address
SAME

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 11772 SW 88 St
Suite, Apt. #, etc.
22
City & State
23 Miami FL
Zip 24 33186 Country 25 U.S.A

2a. Mailing Address
26 11772 SW 88 St
Suite, Apt. #, etc.
27
City & State
28 Miami FL
Zip 29 33186 Country 30 USA

3. Date Incorporated or Qualified
May 13, 1998

4. FEI Number
65-083-5291

Applied For / Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

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

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [X] No

9. Name and Address of Current Registered Agent

Guillermo D. Howitz
185 Ponce de Leon Blvd. Suite 380
Coral Gables FL 33134

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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's Signature Required for Filing) Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Vice President	TITLE	Vice President
NAME	Boris Rubio	NAME	Guillermo Fernandez
STREET ADDRESS	9421 SW 54 St	STREET ADDRESS	221 NW 62 Ave
CITY-ST-ZIP	Miami FL 33165	CITY-ST-ZIP	Miami FL 33126
	[ ] DELETE		[ ] Change [ ] Add
TITLE	President		
NAME	Nelson Lopez		
STREET ADDRESS	8271 SW 43 Terr		
CITY-ST-ZIP	Miami FL 33155		
	[ ] DELETE		[ ] Change [ ] Add
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	[ ] DELETE		[ ] Change [ ] Add
	[ ] DELETE		[ ] Change [ ] Add
	[ ] DELETE		[ ] Change [ ] Add

TRANSACTION # 01091-007
02/24/99
****150.00 ****150.00

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 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: Nelson Lopez 2/2/99 2-4-99 (305) 412-8222
SIGNATURE AND TYPED OR PRINTED NAME OF PERSON OR OFFICER OR DIRECTOR Date Daytime Telephone Number

CR2E034 (11/98)