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May 05, 1999 8:00 am
Secretary of State

05-05-1999 90010 030 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # P98000068017

1. Corporation Name
NICOLAS GORDON, INC.

Principal Place of Business
601 BRICKELL KEY DRIVE SUITE 805
MIAMI FL 33131

Mailing Address
601 BRICKELL KEY DRIVE SUITE 805
MIAMI FL 33131



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|--------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 08/04/1998 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 65-0854646 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Zip | 6. Election Campaign Financing Trust Fund Contribution | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation owes the current year Intangible Personal Property Tax. | Yes No |

9. Name and Address of Current Registered Agent

ALLEN & GALEGO
601 BRICKELL KEY DRIVE SUITE 805
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

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 | PD | 1.1 TITLE | |
| NAME | NICOLAS BRANTSCHEN | 1.2 NAME | |
| STREET ADDRESS | 601 BRICKELL KEY DR, STE 805 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI, FL 33131 | 1.4 CITY-ST-ZIP | |
| TITLE | SD | 2.1 TITLE | |
| NAME | MICHAEL ROSENSTEIN | 2.2 NAME | |
| STREET ADDRESS | 601 BRICKELL KEY DR, STE 805 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI, FL 33131 | 2.4 CITY-ST-ZIP | |
| TITLE | Spec. Sec. | 3.1 TITLE | |
| NAME | ROBERT N. ALLEN, JR. | 3.2 NAME | |
| STREET ADDRESS | 601 BRICKELL KEY DR, STE 805 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI, FL 33131 | 3.4 CITY-ST-ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ROBERT N. ALLEN, JR.

4/16/99 (305) 372-3300

Date

Daytime Phone #

CR2E034 (11/98)

0195573