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

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PROFIT CORPORATION ANNUAL REPORT 1999

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

FILED
99 APR 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000088109

1. Corporation Name
CARTAGENA ENTERPRISES, INC.

Principal Place of Business	Mailing Address
343 ALMERIA AVENUE CORAL GABLES FL 33134	343 ALMERIA AVENUE CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified
10/15/1998

4. FEI Number — [ ] Applied For [X] 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 [ ] No

9. Name and Address of Current Registered Agent

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name: Spiegel & Utrera, P.A.
82 Street Address (P.O. Box Number is Not Acceptable): 343 Almeria Avenue
83
84 City: Coral Gables FL 85 Zip Code: 33134

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 Spiegel & Utrera, P.A.
By:
Nataliа Utrera, Vice-President
Signature, typed or printed name of registered agent and title if applicable — DATE 4/28/99

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[ ] DELETE	1.1 TITLE	[ ] Change [ ] Addition
NAME	Sanchez, Elsie		1.2 NAME	7000028A8277--4
STREET ADDRESS	343 Almeria Avenue		1.3 STREET ADDRESS	-05/07/99--01139--017
CITY-ST-ZIP	Coral Gables, FL 33134		1.4 CITY-ST-ZIP	****150.00 ****150.00
TITLE		[ ] DELETE	2.1 TITLE	[ ] Change [ ] Addition
NAME			2.2 NAME	
STREET ADDRESS			2.3 STREET ADDRESS	
CITY-ST-ZIP			2.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME			3.2 NAME	
STREET ADDRESS			3.3 STREET ADDRESS	
CITY-ST-ZIP			3.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME			6.2 NAME	
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

TBP 4/30/99

CR2E034 (11/98)

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: ____________________ 4/28/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #