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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P98000093361

1. Corporation Name
WAREHOUSE DISTRIBUTION SERVICES, INC.

Principal Place of Business
150 W FLAGLER STREET #2200
MIAMI FL 33130

Mailing Address
150 W FLAGLER STREET #2200
MIAMI FL 33130

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/03/1998

4. FEI Number
65-0874563

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 No

2. Principal Place of Business
21 7900 NW 68th STREET

2a. Mailing Address
26 7900 NW 68th STREET

Suite, Apt. #, etc.

Suite, Apt. #, etc.

23 City & State
MIAMI FL

28 City & State
MIAMI FL

24 Zip
33166

25 Country
Panama

29 Zip
33166

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MENENDEZ, FRANCISCO J
150 W FLAGLER STREET #2200
MIAMI FL 33130

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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DIRECTOR DELETE
NAME Jose M Jimenez
STREET ADDRESS 7900 NW 68 STREET
CITY-ST-ZIP MIAMI, FL 33166

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE DIRECTOR DELETE
NAME MIRNA C Jimenez
STREET ADDRESS 7900 NW 68 STREET
CITY-ST-ZIP MIAMI, FL 33166

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE DELETE
NAME
STREET ADDRESS
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

Jose M Jimenez
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE

APRIL 2, 1999 305-599-6115

Daytime Phone #

CR2E034 (11/98)