

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

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PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # S14370 (8)
1. Corporation Name
ARCHIPELAGO INVESTMENTS, INC.



Principal Place of Business 11700 SW 69TH AVE MIAMI FL 33156	Mailing Address 11700 SW 69TH AVE MIAMI FL 33156-4763
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3. Date Incorporated or Qualified 11/15/1990	3a. Date of Last Report 10/21/1996
4. FEI Number 65-0261040	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent CHADDERTON, GULISANO, & CO., PA 3211 PONCE DE LEON BLVD SUITE 201 CORAL GABLES FL 33134	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PS <input type="checkbox"/> DELETE
NAME	DISTENFELD, PAUL
STREET ADDRESS	11700 S.W. 69TH AVENUE
CITY-ST-ZIP	MIAMI FL 33156
TITLE	D <input type="checkbox"/> DELETE
NAME	CAMEJO, MARIA A
STREET ADDRESS	11700 SW 69TH AVE
CITY-ST-ZIP	MIAMI FL 33156
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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 in person; 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.

SIGNATURE _____ (Signature of Registered Agent)

CR2E034 (9/96)

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ARCHIPELAGO INVESTMENTS INC.

PAUL DISTENFELD, President
11700 SW 69 Ave.
MIAMI FL, 33156

Telephone: (305) 284 9287
Fax: (305) 667 5188

July 29, 1997

Florida Department of State
Division of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

REF: S14370 , Your letter of May 20, 1997


To Whom It May Concern:

I have been abroad from early June through late July and all mail at my address was held at the post office.

After finding your May 20 letter I called the Annual Reports section and told the person I spoke with (after innumerable menu selection prompts) that our Annual Report was mailed by our bookkeeper, together with our check #10240, overlooking the fact that my signature was required.

I was told to sign the report and mail it with a (this) cover letter addressed to "To Whom It May Concern" so that it could be filed, hopefully avoiding penalty.

Thank you for your cooperation and understanding in this matter.



Paul Distenfeld, President