FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **S16609** **(7)**

1. Corporation Name
GALEON CORP.

Principal Place of Business
3079 NE 163RD STREET
NO MIAMI BEACH FL 33163
US

Mailing Address
P.O. BOX 630817
MIAMI FL 33163

3. Date Incorporated or Qualified: 12/06/1990

3a. Date of Last Report: 02/17/1995

4. FEI Number: 65-0229863 — [ ] 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. The corporation has liability for intangible tax under s. 199.032, Florida Statutes. [X] Yes [ ] No

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

9. Name and Address of Current Registered Agent

PREMIER ASSET MANAGEMENT
3115 NE 163RD STREET
NO MIAMI BCH FL 33160

10. Name and Address of New Registered Agent

81 Name: PREMIER ASSET MANAGEMENT, INC.
82 Street Address (P.O. Box Number is Not Acceptable): 2100 Park Central Boulevard North
83 SUITE 900
84 City: POMPANO BEACH FL 85 Zip Code: 33064

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] 3/27/96

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	[ ] DELETE	1 1 TITLE	PD — [X] Change [ ] Addition
NAME	AZOUT, JACK		1 2 NAME	AZOUT,JACK
STREET ADDRESS	3802 NE 207TH ST. #1502		1 3 STREET ADDRESS	3802 NE 207th ST. STE#1502
CITY-ST-ZIP	NO MIAMI BCH FL		1 4 CITY-ST-ZIP	NORTH MIAMI BEACH,FL 33180
TITLE	SD	[ ] DELETE	2 1 TITLE	SD — [X] Change [ ] Addition
NAME	AZOUT, GILDA		2 2 NAME	AZOUT,GILDA
STREET ADDRESS	3802 NE 207TH ST #1502		2 3 STREET ADDRESS	3802 NE 207th ST. STE#1502
CITY-ST-ZIP	NO MIAMI BCH FL		2 4 CITY-ST-ZIP	NORTH MIAMI BEACH,FL 33180
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	

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 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.

SIGNATURE: [signature] 3/27/96

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date

CR2E034 (12/95)