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Jan 28 1997 8:00am
Secretary of State

**PROFIT
CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # S42318 (3)

1. Corporation Name
WHITEHAVEN U.S.A., INC.

Principal Place of Business
**% LUIS M. ARTIME, ESO
801 BRICKELL AVE., 24TH FLOOR
MIAMI FL 33131**

Mailing Address
**14422 S.W. 111 TERRACE
MIAMI FL 33186-7058
US**



3. Date Incorporated or Qualified
04/02/1991

3a. Date of Last Report
01/24/1996

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	4. FEI Number 59-1949826	Applied For <input type="checkbox"/> 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	

9. Name and Address of Current Registered Agent SANCHEZ, DAISY 14422 S W 111TH TERRACE MIAMI FL 33186	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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	1.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	1.3 STREET ADDRESS	
		1.4 CITY - ST - ZIP	
TITLE	NAME	2.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	2.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	2.3 STREET ADDRESS	
		2.4 CITY - ST - ZIP	
TITLE	NAME	3.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	3.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	3.3 STREET ADDRESS	
		3.4 CITY - ST - ZIP	
TITLE	NAME	4.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	4.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	4.3 STREET ADDRESS	
		4.4 CITY - ST - ZIP	
TITLE	NAME	5.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	5.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	5.3 STREET ADDRESS	
		5.4 CITY - ST - ZIP	
TITLE	NAME	6.1 TITLE	Change Addition
STREET ADDRESS	STREET ADDRESS	6.2 NAME	
CITY - ST - ZIP	CITY - ST - ZIP	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 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: _____ Date _____ Daytime Phone # _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)