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Jan 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V02442 (4)
1. Corporation Name
NEL INT'L INC.

Principal Place of Business	Mailing Address
9850 STIRLING RD SUITE 100 COOPER CITY FL 33024 US	9850 STIRLING RD SUITE 100 COOPER CITY FL 33024 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 5400 S. UNIVERSITY DR Suite, Apt. #, etc.	26 5400 S. UNIVERSITY DR Suite, Apt. #, etc.
22 Suite 102 City & State	27 Suite 102 City & State
23 DAVIE, FL Zip Country	28 DAVIE, FL Zip Country
24 33328 25 USA	29 33328 30 USA

3. Date Incorporated or Qualified	Applied For
12/26/1991	Not Applicable
4. FEI Number	
65-0319026	
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input checked="" type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

LEVINSTEIN, BERNARDO
9850 STIRLING RD
SUITE 100
COOPER CITY FL 33024

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL
DAVIE	33328

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	D	1.1 TITLE	V.S.T. D
NAME	LEVINSTEIN, BERNARDO	1.2 NAME	
STREET ADDRESS	6806 STIRLING RD. #143	1.3 STREET ADDRESS	5400 S. UNIVERSITY DR #102
CITY-ST-ZIP	DAVIE FL	1.4 CITY-ST-ZIP	DAVIE, FL 33328
TITLE	D	2.1 TITLE	P.D
NAME	LEVINSTEIN, RELLA	2.2 NAME	
STREET ADDRESS	6806 STIRLING RD. #143	2.3 STREET ADDRESS	5400 S. UNIVERSITY DR #102
CITY-ST-ZIP	DAVIE FL	2.4 CITY-ST-ZIP	DAVIE, FL 33328
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: X BERNARDO LEVINSTEIN

1-9-98

754580 6707

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0299103

CR2E034 (10/97)