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Feb 21 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # V08493

(1)

1. Corporation Name
B.M. REAL ESTATE HOLDINGS, INC.



Principal Place of Business
12515 NORTH KENDALL DRIVE
SUITE 324
MIAMI FL 33186
US

Mailing Address
12515 NORTH KENDALL DRIVE
SUITE 324
MIAMI FL 33186-1831
US

3. Date Incorporated or Qualified 01/23/1992
3a. Date of Last Report 07/30/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21 Suite, Apt #, etc.

26 Suite, Apt #, etc.

65-0306472

Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional Fee Required

23 Zip

Country

28 Zip

Country

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24

25

29

30

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PUENTE, JIM
12515 N. KENDALL DRIVE
SUITE 324
MIAMI FL 33186

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

12515 N. KENDALL DRIVE

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 D
NAME LIBERMAN, RELLY A
STREET ADDRESS 12515 NORTH KENDALL DRIVE #324
CITY - ST - ZIP MIAMI FL

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

TITLE DV
NAME LIBERMAN, LUIS
STREET ADDRESS 12515 NORTH KENDALL DRIVE #324
CITY - ST - ZIP MIAMI FL

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

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

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

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

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

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

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

TITLE
NAME
STREET ADDRESS
CITY - ST - ZIP

6.1 TITLE
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 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:

Relly A. Liberman (Relly A. Liberman) February 12, 1997

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)