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Apr 23 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 # V13080 (9)

1. Corporation Name
PAN AMERICAN MERCHANDISING, INC.

Principal Place of Business
145 E. FLAGLER ST. STORE B-5
MIAMI FL 33132

Mailing Address
145 E. FLAGLER ST. STORE B-5
MIAMI FL 33131-1112

3. Date Incorporated or Qualified 02/10/1992	3a. Date of Last Report 06/04/1996
4. FEI Number 65-0311524	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 checked="" 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

RIERA, DIEGO L.
825 SO. BAYSHORE DR.
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name RIERA, DIEGO (JR)	82 Street Address (P.O. Box Number is Not Acceptable) 540 BRICKELL KEY DR	83	84 City MIAMI	85 FL	86 Zip Code 33131
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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: Diego Riera DATE: 4/14/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DPTS	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME RIERA, DIEGO L.		1.2 NAME	
STREET ADDRESS 825 SO BAYSHORE DR.		1.3 STREET ADDRESS	
CITY-ST-ZIP MIAMI FL 33131		1.4 CITY-ST-ZIP	
TITLE PRESIDENT/D	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME RIERA, DIEGO (JR)		2.2 NAME	
STREET ADDRESS 540 BRICKELL KEY DR		2.3 STREET ADDRESS	
CITY-ST-ZIP MIA - FL - 33131		2.4 CITY-ST-ZIP	
TITLE RIERA, MERCEDES	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS 540 BRICKELL KEY DR		3.3 STREET ADDRESS	
CITY-ST-ZIP MIA - FL - 33131		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 on 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: Diego Riera DATE: 4/14/97 (305) 374-3766

CR2E034 (9/96)