

FILE NOW: FILING FEE AFTER MAY 1 IS ~~\$220.00~~ \$550.00

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PROFIT CORPORATION ANNUAL REPORT 1996 X 1997
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

APPROVED AND FILED

1997 MAY -6 PM 12:41

SECRETARY OF STATE TALLAHASSEE, FLORIDA

DOCUMENT # V32983
 1. Corporation Name
 ADENATNO - USA, INCORPORATED



Principal Place of Business: 8801 N.W. 15 St. Miami, FL 33172
 Mailing Address: 8801 N.W. 15 St. Miami, FL 33172

3. Date Incorporated or Qualified: 05/01/1992
 3a. Date of Last Report: 11/26/96
 4. FEI Number: 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. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [X] No []

2. Principal Place of Business: 21 c/o Rabobank Nederland, Suite Apt. #, etc. Legal Dept., 22 245 Park Ave., 36th Floor, City & State New York, NY, Zip 10167, Country USA
 2a. Mailing Address: 26 c/o Rabobank Nederland, Suite Apt. #, etc. Legal Dept., 27 245 Park Ave., 36th Floor, City & State New York, NY, Zip 10167, Country USA

9. Name and Address of Current Registered Agent: Thompson, Enrique, 1275 N.W. 120th St. Miami, FL 33167

10. Name and Address of New Registered Agent: 81 Name C T CORPORATION SYSTEM, 82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road, 84 City Plantation, FL, 85 Zip Code 33324

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.

SEE ATTACHED

SIGNATURE: Signature typed or printed name of registered agent and fee applicable. (NOTE: Registered Agent signature required when reorganizing) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '97	
TITLE: P	DELETED	1.1 TITLE: D/P/S/T	[] Change [X] Addition
NAME: Ontaneda, Ramiro		1.2 NAME: Lotufo, Mario	
STREET ADDRESS: Ave. Juan Tanca Marengo Km. 4 1/2		1.3 STREET ADDRESS: 245 Park Ave., 36th Floor	
CITY-ST-ZIP: Guayaquil, Ecuador		1.4 CITY-ST-ZIP: New York, NY 10167	
TITLE: VP	DELETED	2.1 TITLE: D	[] Change [X] Addition
NAME: Ontaneda, Marco Antonio		2.2 NAME: Wagner, Willem	
STREET ADDRESS: Ave. Juan Tanca Marengo Km. 4 1/2		2.3 STREET ADDRESS: 245 Park Avenue, 36th Floor	
CITY-ST-ZIP: Guayaquil, Ecuador		2.4 CITY-ST-ZIP: New York, New York 10167	
TITLE: S	DELETED	3.1 TITLE: D	[] Change [X] Addition
NAME: Ontaneda, Paulina		3.2 NAME: Riedlin, Hanno	
STREET ADDRESS: Ave. Juan Tanca Marengo		3.3 STREET ADDRESS: 245 Park Avenue, 36th Floor	
CITY-ST-ZIP: Guayaquil, Ecuador		3.4 CITY-ST-ZIP: New York, NY 10167	
TITLE: T	DELETED	4.1 TITLE: D	[] Change [X] Addition
NAME: Feraud, Horacio		4.2 NAME: Henrich, George	
STREET ADDRESS: 1201 Manati Ave.		4.3 STREET ADDRESS: 245 Park Avenue, 36th Floor	
CITY-ST-ZIP: Coral Gables, FL 33146		4.4 CITY-ST-ZIP: New York, New York 10167	
TITLE: [] DELETED		5.1 TITLE: AS	[] Change [X] Addition
NAME: [] DELETED		5.2 NAME: Lodish, Alvin D.	
STREET ADDRESS: [] DELETED		5.3 STREET ADDRESS: 245 Park Avenue, 36th Floor	
CITY-ST-ZIP: [] DELETED		5.4 CITY-ST-ZIP: New York, NY 10167	
TITLE: [] DELETED		6.1 TITLE: [] DELETED	[] Change [X] Addition
NAME: [] DELETED		6.2 NAME: [] DELETED	
STREET ADDRESS: [] DELETED		6.3 STREET ADDRESS: [] DELETED	
CITY-ST-ZIP: [] DELETED		6.4 CITY-ST-ZIP: [] DELETED	

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Alvin D. Lodish, Assistant Secretary 5/5/97 305-374-7580
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Date/Time/Phone #

482052

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of ADENATNO - USA, INCORPORATED, a Florida corporation, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated May 5 , 1997



C T CORPORATION SYSTEM

Peter F. Souza
Special Assistant Secretary