

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

FILED  
May 27 1997 8:00am  
Secretary of State

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| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| <b>DOCUMENT # V44832 (6)</b><br>1. Corporation Name<br><b>HEINEKEN LATIN AMERICA AND CARIBBEAN INCORPORATED</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| Principal Place of Business<br><b>800 DOUGLAS ROAD<br/>SUITE 201<br/>CORAL GABLES FL 33134<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                          | Mailing Address<br><b>800 DOUGLAS ROAD<br/>SUITE 201<br/>CORAL GABLES FL 33134-3125<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 3. Date Incorporated or Qualified<br><b>06/19/1992</b><br>3a. Date of Last Report<br><b>02/14/1996</b><br>4. FEI Number<br><b>65-0346038</b><br>5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b><br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b><br>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br><b>CT CORPORATION SYSTEM<br/>1200 SOUTH PINE ISLAND ROAD<br/>PLANTATION FL 33324</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City <b>FL</b> 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 _____<br>(Signature typed or printed name of registered agent and title, if applicable. (If OFF, Registered Agent's signature required when resigning.) (DATE) _____)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 12. OFFICERS AND DIRECTORS<br>TITLE <b>PST</b> NAME <b>HABBERSHAW, G RODNEY</b> <input type="checkbox"/> DELETED<br>STREET ADDRESS <b>800 DOUGLAS ROAD, SUITE 201</b><br>CITY- ST- ZIP <b>CORAL GABLES, FL</b><br>TITLE <b>D</b> NAME <b>NAP, KEES</b> <input checked="" type="checkbox"/> DELETED<br>STREET ADDRESS <b>2E WETERINGPLANTSOEN 21</b><br>CITY- ST- ZIP <b>1017 ZD AMSTERDAM, NETHERLANDS</b><br>TITLE <b>D</b> NAME <b>VAN OORDT, JAAP L</b> <input type="checkbox"/> DELETED<br>STREET ADDRESS <b>800 DOUGLAS ROAD, SUITE 201</b><br>CITY- ST- ZIP <b>CORAL GABLES FL</b><br>TITLE <input type="checkbox"/> DELETED<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br>TITLE <input type="checkbox"/> DELETED<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP<br>TITLE <input type="checkbox"/> DELETED<br>NAME<br>STREET ADDRESS<br>CITY- ST- ZIP |  |                                                                                          | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12<br>11 TITLE <b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>12 NAME <b>WILLING, LEWIS P</b><br>13 STREET ADDRESS <b>2E WETERINGPLANTSOEN 21</b><br>14 CITY- ST- ZIP <b>1017 ZD AMSTERDAM, NETHERLANDS</b><br>21 TITLE <b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>22 NAME <b>STOFMEEL, WILHELMUS L</b><br>23 STREET ADDRESS <b>800 DOUGLAS ROAD, SUITE 201</b><br>24 CITY- ST- ZIP <b>CORAL GABLES, FLORIDA 33134</b><br>31 TITLE <b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition<br>32 NAME <b>PINOTSIS, NICOLAOS</b><br>33 STREET ADDRESS <b>800 DOUGLAS ROAD, SUITE 201</b><br>34 CITY- ST- ZIP <b>CORAL GABLES, FLORIDA 33134</b><br>41 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>42 NAME<br>43 STREET ADDRESS<br>44 CITY- ST- ZIP<br>51 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>52 NAME <b>100002202971</b><br>53 STREET ADDRESS <b>-06/05/97--01064--029</b><br>54 CITY- ST- ZIP <b>***165.00</b><br>55 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>56 NAME<br>57 STREET ADDRESS<br>58 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 from an attachment with an address.                                                                                                                                                                                                                       |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

J.L. van Oordt

5/19/97

(305) 461-2616

CR2E034 (9/96)