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Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90019 023 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **V57673**

1. Corporation Name
CARNESA, INC.



Principal Place of Business
14400 SW 73 AVENUE - MIAMI FL 33158-1604

Mailing Address
14400 SW 73 AVENUE MIAMI FL 33158-1604

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
08/14/1992

2. Principal Place of Business
12651 South Dixie Hwy
 Suite, Apt. #, etc.
Suite 401
 City & State
Miami Florida

2a. Mailing Address
12651 South Dixie Hwy
 Suite, Apt. #, etc.
Suite 401
 City & State
Miami Florida

4. FEI Number
65-0352559

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

23 Zip **33156** Country **USA**

28 Zip **33156** Country **USA**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

CHAMORRO, JORGE
14400 SW 73 AVENUE
MIAMI FL 33158

10. Name and Address of New Registered Agent

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 Change Addition

TITLE **D**
 NAME **RUBENSTEIN, JEFFREY I.**
 STREET ADDRESS **96 WARREN ROAD**
 CITY-ST-ZIP **TORONTO, ONT., CANADA**

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

TITLE **D**
 NAME **FENTON, WILLIAM**
 STREET ADDRESS **4056 WHEELWRIGHT CRESCEN**
 CITY-ST-ZIP **MISSISSAUGA, CANADA**

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

TITLE **D**
 NAME **COUPRIE, LEO**
 STREET ADDRESS **14 MICHAEL COURT**
 CITY-ST-ZIP **THORNHILL, ONT., CANADA**

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 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, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

April 22/99

416-251-4622

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)