

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

**FILED**

**May 12 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # V72507 (9)**

1. Corporation Name  
**BARLEV 1489 CORP.**



Principal Place of Business <b>1489 WEST PALMETTO PARK ROAD. #499. BX 123 BOCA RATON FL 33486</b>	Mailing Address <b>1489 WEST PALMETTO PARK ROAD. #499. BX 123 BOCA RATON FL 33486-3327</b>
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>10/20/1992</b>	3a. Date of Last Report <b>08/12/1996</b>
21	26	4. FEI Number <b>65-0392973</b>	Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc	27 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23 City & State	28 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24 Zip	25 Country	29 Zip	30 Country

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
<b>TERREMARK CORPORATE AGENTS, INC. 2601 SOUTH BAYSHORE DRIVE, 19TH FLOOR MIAMI FL 33133</b>		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		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: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, BARBARA	1.2 NAME	
STREET ADDRESS	1489 W. PALMETTO ROAD 499 BOX 123	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEVINE, PAUL J	2.2 NAME	
STREET ADDRESS	1489 W. PALMETTO ROAD #499 BOX 123	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: Barbara Levine DATE: 4/30/97 DAYTIME PHONE: 561-451-8863

CR2E034 (9/96)