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**Mar 04 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 # F93000005386 (8)

1. Corporation Name
TIBEL PROPERTIES N.V.



| | |
|---|--|
| Principal Place of Business % ORION INVESTMENT & MANAGEMENT LTD. 9100 S. DADELAND BLVD., #1810 MIAMI FL 33156 | Mailing Address % ORION INVESTMENT & MANAGEMENT LTD. 9100 S. DADELAND BLVD., #1810 MIAMI FL 33156-7814 |
|---|--|

| | |
|--|--|
| 3. Date Incorporated or Qualified 11/29/1993 | 3a. Date of Last Report 03/28/1996 |
|--|--|

| | |
|---|---|
| 2. Principal Place of Business 21 <i>Orion Inv. & Mgmt Corp.</i> Suite, Apt. #, etc.: 22 <i>9000 SW 152 St #106</i> City & State: 23 <i>Miami Fl. 33157</i> Zip: 24 <i>33157</i> Country: 25 <i>USA</i> | 2b. Mailing Address 26 <i>Orion Inv. & Mgmt Corp.</i> Suite, Apt. #, etc.: 27 <i>9000 SW 152 St. #106</i> City & State: 28 <i>Miami Fl. 33157</i> Zip: 29 <i>33157</i> Country: 30 <i>USA</i> |
|---|---|

| | |
|---|--|
| 4. FEI Number 59-2225038 | Applied For <input type="checkbox"/> 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 type="checkbox"/> No | |

9. Name and Address of Current Registered Agent
**SANZ, JOSEPH A
9100 S. DADELAND BLVD.
SUITE 1810
MIAMI FL 33156**

10. Name and Address of New Registered Agent

| |
|---|
| 81 Name |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 |
| 84 City |
| 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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|-----------------|-------------------------------|---------------------------------|
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | CHIANTERA, VITO M | |
| STREET ADDRESS | 9100 S. DADELAND BLVD. | |
| CITY - ST - ZIP | MIAMI FL | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | BROWN, B. MACKAY | |
| STREET ADDRESS | 9100 S. DADELAND BLVD. | |
| CITY - ST - ZIP | MIAMI FL | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | SANZ, JOSEPH A | |
| STREET ADDRESS | 9100 S. DADELAND BLVD. | |
| CITY - ST - ZIP | MIAMI FL | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|---------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY - ST - ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY - ST - ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY - ST - ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY - ST - ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY - ST - ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 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: *Joseph A. Sanz* DATE: *2/27/97* DAYTIME PHONE #: *305-278-8400*

CR2E034 (9/96)