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**Apr 24 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 # P94000083251 (6)

1. Corporation Name
PENDA-MEXICO EMPLOYMENT CORPORATION



Principal Place of Business: C/O TRIVEST, INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401

Mailing Address: C/O TRIVEST, INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5448

3. Date Incorporated or Qualified: **11/15/1994**

3a. Date of Last Report: **04/12/1996**

4. FEI Number: **39-1804635**

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 No

2. Principal Place of Business (21-24)

2a. Mailing Address (25-28)

9. Name and Address of Current Registered Agent

**KLEIN, PETER W
2665 S BAYSHORE DR
SUITE 800
MIAMI FL 33133-5401**

10. Name and Address of New Registered Agent (81-85)

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: **FL**

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: _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	BROCKWAY, PETER C	
STREET ADDRESS	2665 S BAYSHORE DR SUITE 800	
CITY-ST-ZIP	MIAMI FL 33133	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	KNUTSON, BRUCE D	
STREET ADDRESS	2344 W WISCONSIN ST	
CITY-ST-ZIP	PORTAGE WI	
TITLE	DPCE	<input checked="" type="checkbox"/> DELETE
NAME	BRAUN, DANIEL E	
STREET ADDRESS	2344 W WISCONSIN ST	
CITY-ST-ZIP	PORTAGE WI	
TITLE	DTAS	<input checked="" type="checkbox"/> DELETE
NAME	WIRTH, EARLE	
STREET ADDRESS	2344 W WISCONSIN ST	
CITY-ST-ZIP	PORTAGE WI	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KLEIN, PETER W.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-ST-ZIP	MIAMI FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	KUFFNER, MARILYN D.	
STREET ADDRESS	2665 S BAYSHORE DR STE 800	
CITY-ST-ZIP	MIAMI FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	DT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Blume, Mark J.	
2.3 STREET ADDRESS	2344 W. Wisconsin Street	
2.4 CITY-ST-ZIP	Portage, WI 53901	
3.1 TITLE	DVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Mydlowski, Gerard T.	
3.3 STREET ADDRESS	2344 W. Wisconsin Street	
3.4 CITY-ST-ZIP	Portage, WI 53901	
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: *Marilyn D. Kuffner* DATE: **4/19/97**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Marilyn D. Kuffner, Assistant Secretary**

Daytime Phone #: **305/858-2200**

CR2E034 (9/96)