

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

CORPORATION ANNUAL REPORT 1995		FLORIDA DEPARTMENT OF STATE Sandra B. Mathum Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P94000083257 (3)**  
 1. Corporation Name  
**PENDA INTERNATIONAL HOLDING CORPORATION**

Principal Place of Business <b>C/O TRIVEST, INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401</b>	Mailing Address <b>C/O TRIVEST, INC. 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401</b>
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2. Principal Place of Business 21	2a. Mailing Address 26
22 Suite, Apt #, etc	27 Suite, Apt #, etc
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

**APPROVED AND FILED**  
 95 MAR 20 PM 2:44  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>11/15/1994</b>	3a. Date of Last Report
4. FEI Number <b>39-1804632</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under S 190.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

<b>KLEIN, PETER W 2665 S BAYSHORE DR SUITE 800 MIAMI FL 33133-5401</b>	81 Name
	82 Street Address (P.O. Box Number is Not Accepted)
	83
	84 City
	85 Zip Code

10. Name and Address of New Registered Agent

	81 Name
	82 Street Address (P.O. Box Number is Not Accepted)
	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 \_\_\_\_\_  
Registered Agent or printed name of registered agent and title designation      Registered Agent or printed name of registered agent and title designation

12. OFFICERS AND DIRECTORS		13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS	
TITLE	D	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROCKWAY, PETER C	12 NAME	
STREET ADDRESS	2665 S BAYSHORE DR SUITE 800	13 STREET ADDRESS	
CITY, ST, ZIP	MIAMI FL 33133	14 CITY, ST, ZIP	
TITLE	<del>D</del>	21 TITLE	D/VP-International Op. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<del>KNUTSON, BRUCE D</del>	22 NAME	Knutson, Bruce D.
STREET ADDRESS	<del>2344 W WISCONSIN ST</del>	23 STREET ADDRESS	2344 W Wisconsin Street
CITY, ST, ZIP	<del>PORTAGE WI 53901-0449</del>	24 CITY, ST, ZIP	Portage, WI 53901-0449
TITLE	<del>D</del>	31 TITLE	D/CEO/P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<del>BRAUN, DANIEL E.</del>	32 NAME	Braun, Daniel E.
STREET ADDRESS	<del>2344 W WISCONSIN ST</del>	33 STREET ADDRESS	2344 W Wisconsin Street
CITY, ST, ZIP	<del>PORTAGE WI 53901-0449</del>	34 CITY, ST, ZIP	Portage, WI 53901-0449
TITLE	<del>D</del>	41 TITLE	D/CFO/T/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<del>WIRTH, EARLE</del>	42 NAME	Wirth, Earle
STREET ADDRESS	<del>2344 W WISCONSIN ST</del>	43 STREET ADDRESS	2344 W Wisconsin Street
CITY, ST, ZIP	<del>PORTAGE WI 53901-0449</del>	44 CITY, ST, ZIP	Portage, WI 53901-0449
TITLE		51 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		52 NAME	Klein, Peter W.
STREET ADDRESS		53 STREET ADDRESS	2665 South Bayshore Drive
CITY, ST, ZIP		54 CITY, ST, ZIP	Miami, Florida 33133
TITLE		61 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		62 NAME	Assistant Secretary
STREET ADDRESS		63 STREET ADDRESS	Kuffner, Marilyn D.
CITY, ST, ZIP		64 CITY, ST, ZIP	2665 South Bayshore Drive Miami, Florida 33131

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and deems not qualify for the exemption stated in Sections 130.031 and 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 registered agent or trustee empowered to execute this report, as required by Chapter 1307, Florida Statutes, and that my name appears in Block 12 or Block 13 of this change, or on an attached sheet with an address.

SIGNATURE: *Marilyn D. Kuffner*  
 Marilyn D. Kuffner, Assistant Secretary  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
 03/07/95      305/858-2200