

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

**FILED**  
**May 07 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # S12279 (3)**

1. Corporation Name  
**PIONEER INTERNATIONAL (MIAMI), INC.**

Principal Place of Business <b>5201 BLUE LAGOON DRIVE                  560                  MIAMI FL 33126                  US</b>	Mailing Address <b>5201 BLUE LAGOON DRIVE                  560                  MIAMI FL 33126                  US</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> 2. Principal Place of Business Suite, Apt. #, etc.	<b>26</b> 2a. Mailing Address Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>24</b> Country	<b>29</b> Country
<b>25</b>	<b>30</b>

<b>3.</b> Date Incorporated or Qualified <b>11/08/1990</b>	
<b>4.</b> FEI Number <b>65-0226120</b>	Applied For Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

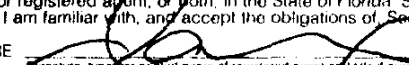
**9. Name and Address of Current Registered Agent**

**PENINSULA REGISTERED AGENTS INC  
 200 S. BISCAYNE BLVD., SUITE 4800  
 PENTHOUSE  
 MIAMI FL 33131**

**10. Name and Address of New Registered Agent**

<b>81</b> Name <b>Valdes-Fauli Corporate Services, Inc.</b>
<b>82</b> Street Address (P.O. Box Number is Not Acceptable) <b>Two South Biscayne Blvd., Ste. 3400</b>
<b>83</b> <b>One Biscayne Tower</b>
<b>84</b> City <b>Miami</b>
<b>85</b> Zip Code <b>33131-1897</b>

**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.  
**Mark J. Scheer**  
 Vice President  
 DATE: **4/20/98**

SIGNATURE: 

Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstalling)

**12. OFFICERS AND DIRECTORS**

TITLE	<b>PST</b>	<input type="checkbox"/> DELETE
NAME	<b>OKUMURA, KOJI</b>	
STREET ADDRESS	<b>5201 BLUE LAGOON DRIVE, SUITE 560</b>	
CITY-ST-ZIP	<b>MIAMI FL 33126</b>	
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>SHIGEMISA, OKAMURA</b>	
STREET ADDRESS	<b>1-4-29 MITA MINATO-KU</b>	
CITY-ST-ZIP	<b>TOKYO, JAPAN</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	<b>YOJIRO KUWABARA</b>
2.3 STREET ADDRESS	<b>1-4-29 MITA MINATO-KU</b>
2.4 CITY-ST-ZIP	<b>TOKYO, JAPAN</b>
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 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:**  **,KOJI OKUMURA, PRESIDENT APRIL 20, 1998 (305)261-4966**

CR2E034 (10/97)