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May 15 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 # K61875 (6)
1. Corporation Name
SPEAR MANAGEMENT GROUP, INC.



Principal Place of Business: 3901 SW 47 AVE, STE 408, FT LAUDERDALE FL 33314
Mailing Address: 3901 SW 47 AVE, STE 408, FT LAUDERDALE FL 33314-2815, US

3. Date Incorporated or Qualified: 01/30/1989
3a. Date of Last Report: 04/15/1996

2. Principal Place of Business: 3721 S. W. 47th AVE., SUITE 307, FT. LAUDERDALE, FL 33314
2a. Mailing Address: 3721 S. W. 47th AVE., SUITE 307, FT. LAUDERDALE, FL 33314

4. FEI Number: 65-0097009
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

9. Name and Address of Current Registered Agent
SPEAR, DAVID A
3901 SW 47 AVE
STE 408
FT LAUDERDALE FL 33314

10. Name and Address of New Registered Agent
81 Name: Spear David A
82 Street Address: 3721 S.W. 47 Avenue
83 STE 307
84 City: Ft Lauderdale FL 85 Zip Code: 33314

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: [Signature] 4/29/97
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	SPEAR, WILLIAM	
STREET ADDRESS	3901 SW 47 AVE, STE 408	
CITY - ST - ZIP	FT LAUDERDALE FL	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	SPEAR, DAVID	
STREET ADDRESS	3901 SW 47 AVE, STE 408	
CITY - ST - ZIP	FT LAUDERDALE FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SPEAR, DAVID	
STREET ADDRESS	3901 SW 47 AVE, STE 408	
CITY - ST - ZIP	FT LAUDERDALE FL	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	SPEAR, JEFFREY	
STREET ADDRESS	3901 SW 47 AVE, STE 408	
CITY - ST - ZIP	FT LAUDERDALE FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	PERKINS, ROSEMARIE	
STREET ADDRESS	3901 SW 47 AVE, STE 408	
CITY - ST - ZIP	FT LAUDERDALE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SPEAR, WILLIAM	
1.3 STREET ADDRESS	3721 SW 47th AVE STE 307	
1.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33314	
2.1 TITLE	DVS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SPEAR, DAVID	
2.3 STREET ADDRESS	3721 SW 47th AVE STE 307	
2.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33314	
3.1 TITLE	T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SPEAR, DAVID	
3.3 STREET ADDRESS	3721 SW 47th AVE STE 307	
3.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33314	
4.1 TITLE	DV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	SPEAR, JEFFREY	
4.3 STREET ADDRESS	3721 SW 47th AVE STE 307	
4.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33314	
5.1 TITLE	AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	PERKINS, ROSEMARIE	
5.3 STREET ADDRESS	3721 SW 47th AVE STE 307	
5.4 CITY - ST - ZIP	FT. LAUDERDALE, FL 33314	
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: [Signature] 4/29/97 954-581-9000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)