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Mar 24 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 # **P96000085680 (2)**

1. Corporation Name  
**LEO EQUITY GROUP, INC.**

Principal Place of Business <b>ONE BISCAYNE TOWER, STE 3400 TWO SOUTH BISCAYNE BLVD. MIAMI FL 33131-1897</b>	Mailing Address <b>ONE BISCAYNE TOWER, STE 3400 TWO SOUTH BISCAYNE BLVD. MIAMI FL 33131-1897</b>
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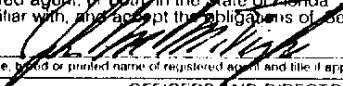


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>2790 N. Federal Highway</b> Suite, Apt. #, etc. 22 City & State 23 <b>Boca Raton, Florida</b> Zip 24 <b>33431</b>		2a. Mailing Address 26 <b>2790 N. Federal Highway</b> Suite, Apt. #, etc. 27 City & State 28 <b>Boca Raton, Florida</b> Zip 29 <b>33431</b> Country 30 <b>U.S.A.</b>		3. Date Incorporated or Qualified <b>10/15/1996</b>	4. FEI Number <b>22-3470648</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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

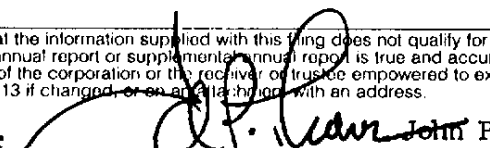
9. Name and Address of Current Registered Agent <b>VALDES-FAULI CORPORATE SERVICES, INC. ONE BISCAYNE TOWER, STE 3400 TWO SOUTH BISCAYNE BLVD. MIAMI FL 33131-1897</b>		10. Name and Address of New Registered Agent 81 Name <b>John M. McTighe</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>2790 N. Federal Highway</b> 83 84 City <b>Boca Raton</b> <b>FL</b> 85 Zip Code <b>33431</b>	
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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  **John M. McTighe** **March 17, 1998**  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D MURRAY, FRANCIS W % 2 SO. BISCAYNE BLVD., #3400 MIAMI FL 33131-1897</b> <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<b>D Murray, Francis W. 2790 N. Federal Highway Boca Raton, Florida 33431</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D LEO, FRANK % 2 SO. BISCAYNE BLVD., #3400 MIAMI FL 33131</b> <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<b>D Leo, Frank A. 2790 N. Federal Highway Boca Raton, Florida 33431</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D MARIUCCI, JACK % 2 SO. BISCAYNE BLVD., #3400 MIAMI FL 33131</b> <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<b>D Mariucci, John U. 2790 N. Federal Highway Boca Raton, Florida 33431</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>ST MURRAY, FRANCIS X 2 SOUTH BISCAYNE BLVD., SUITE 3400 MIAMI FL 33131</b> <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<b>S, T Murray, Francis X. 2790 N. Federal Highway Boca Raton, Florida 33431</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<b>P Thomas, John P. 2790 N. Federal Highway Boca Raton, Florida 33431</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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:  **John P. Thomas, President** **March 17, 1998** 392-4655

CR2E034 (10/97)