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FILED
Jun 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # V10060 (4) N/C 3-12-98
 1. Corporation Name: ~~XXXXXXXXXX~~ Alpha Staff Group Inc



Principal Place of Business: ~~3870 DUNLIN RD DELRAY BEACH FL 33444~~
 Mailing Address: 2878 DUNLIN RD DELRAY BEACH FL 33444

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	18201 Daybreak Dr	26	18201 Daybreak Dr	01/27/1992	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 Boca Raton FL		27 Boca Raton, FL		65-0314170	
City & State		City & State		Applied For	
23 33496		28 33496		Not Applicable	
Zip		Zip		5. Certificate of Status Desired	
24 Palm Beach		29 Palm Beach		<input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing Trust Fund Contribution	
25		30		<input type="checkbox"/> \$5.00 May Be Added to Fees	
2. Principal Place of Business		2a. Mailing Address		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
21		26		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
 BECK, ARTHUR F.
 2878 DUNLIN RD
 DELRAY BEACH FL 33444

10. Name and Address of New Registered Agent

81	Name	Louise Beck
82	Street Address (P.O. Box Number is Not Acceptable)	18201 Daybreak Dr
83	City	Boca Raton
84	State	FL
85	Zip Code	33496

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: *Louise Beck* DATE: 6/8/98
Signature, typed or printed name of registered agent and fee, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
<input checked="" type="checkbox"/>	BECK, ARTHUR F	2878 DUNLIN RD	DELRAY BEACH FL	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	BECK, LYNN	2878 DUNLIN RD	DELRAY BEACH FL	<input checked="" type="checkbox"/>
<input type="checkbox"/>	President, Secretary, Director	Robert A. Beck II	18201 Daybreak Dr	<input type="checkbox"/>
<input type="checkbox"/>		Boca Raton, FL	33496	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	Change	Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	Change	Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	Change	Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	Change	Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	Change	Addition

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 ***158.75

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: *Robert A. Beck II* Robert A. Beck II 4/22/98 (061) 487-9581

CR2E034 (10/97)