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Jan 22 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 # K55833 (3) 1. Corporation Name PRIVATE GROUPS, INC.		

Principal Place of Business 1172 SOUTH DIXIE HWY. SUITE #115 CORAL GABLE FL 33146 US	Mailing Address 1172 SOUTH DIXIE HWY. SUITE #115 CORAL GABLES FL 33146 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/29/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0146357	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	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 FUERTES, FELIX R. 5511 RIVIERA DR. CORAL GABLES FL 33146		10. Name and Address of New Registered Agent	
		81	Name
		82	Street Address (P.O. Box Number is Not Acceptable)
		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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	
NAME	FUERTES, EVANGELINA	1.2 NAME	
STREET ADDRESS	823 MARTI ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JUAN PR	1.4 CITY-ST-ZIP	
TITLE	DAS	2.1 TITLE	
NAME	CAMERON, REGINA M	2.2 NAME	
STREET ADDRESS	5511 RIVIERA DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	
TITLE	DPTM	3.1 TITLE	
NAME	FUERTES, FELIX R	3.2 NAME	
STREET ADDRESS	5511 RIVIERA DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	
TITLE	DVS	4.1 TITLE	
NAME	FUERTES, ROBERTO	4.2 NAME	
STREET ADDRESS	823 MARTI ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JUAN PR	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

SIGNATURE REQUIRED

1/10/98 305-665-7716

CR2E034 (10/97)