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**Jan 28 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 429935 (0)

1. Corporation Name
PROSE MANAGEMENT, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 2055 SW 122 AVENUE 128 MIAMI FL 33175 US	Mailing Address POST OFFICE BOX 653809 C/O SMITH & MANDLER MIAMI FL 33262 US
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2. Principal Place of Business 21 ONE N.E. FIRST ST	2a. Mailing Address 26 ONE N.E. FIRST ST.
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Suite, Apt. #, etc. 22 SUITE #700	Suite, Apt. #, etc. 27 SUITE #700
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City & State 23 MIAMI, FLORIDA	City & State 28 MIAMI, FLORIDA
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Zip 24 33132	Country 25 DADE	Zip 29 33132	Country 30 DADE
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9. Name and Address of Current Registered Agent

ROSEN, PAUL
1 N.E. 1 ST., S-700
MIAMI FL 33132

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ROSEN, PAUL E	
STREET ADDRESS	35 S. HIBISCUS DRIVE	
CITY-ST-ZIP	MIAMI BEACH FL	
TITLE	SDT	<input type="checkbox"/> DELETE
NAME	ROSEN, JUDITH S	
STREET ADDRESS	35 S. HIBISCUS DRIVE	
CITY-ST-ZIP	MIAMI BEACH FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	ROSEN, WENDI R.	
STREET ADDRESS	1 NE 1ST STREET #700	
CITY-ST-ZIP	MIAMI FL	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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)(f), 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

CR2E034 (10/97)