2005 FOR PROFIT CORPORATION

FILED ANNUAL REPORT Feb 18, 2005 08:00 AM **DOCUMENT # 523334 Secretary of State** 1. Entity Name KEY WARREN, INC. Principal Place of Business ... Mailing Address % HOLDING CAPITAL GROUP INC. % HOLDING CAPITAL GROUP INC. 104 CRANDON BLVD., #419 104 CRANDON BLVD #419 KEY BISCAYNE, FL 33149 KEY BISCAYNE, FL 33149 No Chg-P 01052005 CR2E034 (10/03) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 59-1722530 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required 6. Name and Address of Current Registered Agent SPENCER, S.A. DO NOT WRITE 251 CRANDON BLVD. #164 IN THIS SPACE KEY BISCAYNE, FL 33149 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE. Signature, typed or printed name of registered agent and title if applicable (NOTE, Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00 Trust Fund Contribution. Added to Fees 10. OFFICERS AND DIRECTORS TITLE PΩ SPENCER, S. A. NAME 251 CRANDON BLVD. #164 STREET ADDRESS U00000235378 02/18/05-80058-011 150.00 CITY-ST-ZIP KEY BISCAYNE, FL 33149 VD TITLE SPENCER, MARY M. NAME STREET ADDRESS 251 CRANDON BLVD. #164 CITY-ST-ZIP KEY BISCAYNE, FL 33149 VD TITLE DONAGHY, JAMES W. NAME 7 RIDGEWOOD DRIVE STREET ADDRESS DO NOT WRITE BRIDGEWATER, CT 06752 CITY-ST-ZIP IN THIS SPACE LEISCHNER, STEVEN NAME STREET ADDRESS 1979 DOGWOOD DR CITY-ST-ZIP SCOTCH PLAINS, NJ 07076 TITLE NAME STREET ADDRESS CiTY-ST-ZIP

I hereby certify that the information supplied with this filling does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report of supplementa/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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: A

NAME STREET ADDRESS CITY-ST-ZIP

IGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR