

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 05 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 # 554843 (3)
1. Corporation Name
SECOND GENERATION INC.



Principal Place of Business 11098 BISCAYNE BLVD STE. 302 MIAMI FL 33161 US	Mailing Address P.O. BOX 61-1207 NORTH MIAMI FL 33161 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/03/1977	
21		26		4. FEI Number 59-1787261	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Zip	Country	Zip	Country		
24		25			
29		30			

9. Name and Address of Current Registered Agent GEARTNER, CLARK 11098 BISCAYNE BOULEVARD SUITE 302 MIAMI FL 33161				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	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	PST	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	GEARTNER, CLARK			1.2 NAME			
STREET ADDRESS	11098 BISCAYNE BLVD, SUITE 302			1.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			1.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	KAPLAN, STUART			2.2 NAME			
STREET ADDRESS	11098 BISCAYNE BLVD, SUITE 302			2.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
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:  REQUIRED CLARK GEARTNER 1/5/98 305-891-6383

CR2E034 (10/97)