

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

FILED
May 18 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 # F11542 (0)

1. Corporation Name
ADLER GROUP, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1400 N.W. 107 AVE. 5TH FLOOR MIAMI FL 33172	Mailing Address 1400 N.W. 107 AVE. 5TH FLOOR MIAMI FL 33172
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3. Date Incorporated or Qualified 12/23/1980	
4. FEI Number 59-2048548	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
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	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

9. Name and Address of Current Registered Agent

LEVY, JOEL
 1400 N.W. 107 AVE.
 5TH FLOOR
 MIAMI FL 33172

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	ADLER, MICHAEL M	
STREET ADDRESS	1400 N.W. 107 AVE 5TH FLOOR	
CITY-ST-ZIP	MIAMI FL 33172	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	ARRIZURIETA, LUIS	
STREET ADDRESS	1400 NW 107 AVE	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ADLER, STEVEN	
STREET ADDRESS	1400 N.W. 107 AVE 5TH FLOOR	
CITY-ST-ZIP	MIAMI FL 33172	
TITLE	PASD	<input type="checkbox"/> DELETE
NAME	LEVY, JOEL	
STREET ADDRESS	1400 N.W. 107 AVE 5TH FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ADLER, LINDA	
STREET ADDRESS	1400 NW 107 AVE	
CITY-ST-ZIP	MIAMI FL	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	<i>D/P/COO</i>
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<i>Harris, Brett</i>
5.3 STREET ADDRESS	<i>1400 NW 107th Avenue</i>
5.4 CITY-ST-ZIP	<i>Miami FL 33172</i>
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<i>Gorricho, Iker</i>
6.3 STREET ADDRESS	<i>1400 NW 107th Avenue</i>
6.4 CITY-ST-ZIP	<i>Miami, FL 33172</i>

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 _____

CF2E034 (10/97)