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Mar 17 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000004184 (8)

1. Corporation Name
FALCON MANAGEMENT GROUP, INC.



Principal Place of Business
3920 RCA BLVD.
SUITE 2004
PALM BEACH GARDENS FL 33410

Mailing Address
3920 RCA BLVD.
SUITE 2004
PALM BEACH GARDENS FL 33410-4296

3. Date Incorporated or Qualified 09/08/1993
3a. Date of Last Report 02/14/1996

| | | | |
|--------------------------------|---------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address | 4. FEI Number | Applied For |
| 21 | 26 | 65-0356995 | Not Applicable |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 22 | 27 | <input type="checkbox"/> | |
| City & State | City & State | 6. Election Campaign Financing | \$5.00 May Be Added to Fees |
| 23 | 28 | Trust Fund Contribution | <input type="checkbox"/> |
| Zip | Zip | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 24 | 29 | | |
| Country | Country | | |
| 25 | 30 | | |

9. Name and Address of Current Registered Agent

SPINELLO, MARK J
3920 RCA BLVD.
SUITE 2004
PALM BEACH GARDENS FL 33410

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

Signature type: d 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 | D | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RESTINO, PHILIP C | 1.2 NAME | |
| STREET ADDRESS | 3920 RCA BLVD., STE. 2004 | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | PALM BEACH GARDENS FL | 1.4 CITY - ST - ZIP | |
| TITLE | DVS | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SPINELLO, MARK J | 2.2 NAME | |
| STREET ADDRESS | 3920 RCA BLVD., STE. 2004 | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | PALM BEACH GARDENS FL | 2.4 CITY - ST - ZIP | |
| TITLE | DP | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RESTINO, ROBERT R | 3.2 NAME | |
| STREET ADDRESS | 3920 RCA BLVD., STE. 2004 | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | PALM BEACH GARDENS FL 33410 | 3.4 CITY - ST - ZIP | |
| TITLE | T | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GARCIA, MARIA | 4.2 NAME | |
| STREET ADDRESS | 3920 RCA BLVD., STE. 2004 | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | PALM BEACH GARDENS FL 33410 | 4.4 CITY - ST - ZIP | |
| TITLE | | 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 | | 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 do 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, on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Mark J. Spinello

Date

3-12-97

Daytime Phone #

561-694-0110

CR2E034 (9/96)