

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

FILED
May 15 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 # F95000003333 (0)
 1. Corporation Name
SANTA CRUZ, INC.



Principal Place of Business 832 SOUTH MILITARY TRAIL DEERFIELD BEACH FL 33442	Mailing Address 832 SOUTH MILITARY TRAIL DEERFIELD BEACH FL 33442
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/12/1995	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 52-1934084		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year tangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
GOLDBERG, MICHAEL D 832 SOUTH MILITARY TRAIL DEERFIELD BEACH FL 33442				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD PORTEN, SCOTT	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PORTEN, SCOTT	1.2 NAME	
STREET ADDRESS	832 SOUTH MILITARY TRAIL	1.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	1.4 CITY-ST-ZIP	
TITLE	V PORTEN, STEPHEN	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PORTEN, STEPHEN	2.2 NAME	
STREET ADDRESS	832 SOUTH MILITARY TRAIL	2.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	2.4 CITY-ST-ZIP	
TITLE	T TRIPPE, GEORGE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRIPPE, GEORGE	3.2 NAME	
STREET ADDRESS	832 SOUTH MILITARY TRAIL	3.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	3.4 CITY-ST-ZIP	
TITLE	V PORTEN, HERMAN	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PORTEN, HERMAN	4.2 NAME	
STREET ADDRESS	832 SOUTH MILITARY TRAIL	4.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	4.4 CITY-ST-ZIP	
TITLE	VS GOLDBERG, MICHAEL D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLDBERG, MICHAEL D	5.2 NAME	
STREET ADDRESS	832 SOUTH MILITARY TRAIL	5.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	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 _____

CR2E034 (10/97)