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Mar 12 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 # F95000005140 (7)

1. Corporation Name

REAL ESTATE & MANAGEMENT GROUP, INC.



Principal Place of Business

2925 CARDINAL DRIVE
VERO BEACH FL 32963

Mailing Address

2925 CARDINAL DRIVE
VERO BEACH FL 32963-1979

3. Date Incorporated or Qualified
10/23/1995

3a. Date of Last Report
10/21/1996

2. Principal Place of Business

21 2001 9th AVE.

2a. Mailing Address

26 P.O. Box 7131

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 Suite J

27

City & State

City & State

23 VERO BEACH, FL

28 VERO BEACH, FL.

Zip

Country

Zip

Country

24 32960

25 I.R.

29 32961

30 I.R.

9. Name and Address of Current Registered Agent

GIEL, DOROTHY L
2925 CARDINAL DRIVE
VERO BEACH FL 32963

10. Name and Address of New Registered Agent

81 Name William B. Mills
82 Street Address (P.O. Box Number is Not Acceptable)
83 189. 16th AVE.
84 City VERO BEACH FL 85 Zip Code 32962

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

W. B. Mills

(NOTE: Registered Agent signature required when reinstating)

3/4/97

DATE

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------|--|
| TITLE | PS | <input checked="" type="checkbox"/> DELETE |
| NAME | GIEL, DOROTHY L | |
| STREET ADDRESS | 2925 CARDINAL DRIVE | |
| CITY-STATE-ZIP | VERO BEACH FL 32963 | |
| TITLE | CD | <input checked="" type="checkbox"/> DELETE |
| NAME | WILLIS, BILL P | |
| STREET ADDRESS | 2925 CARDINAL DRIVE | |
| CITY-STATE-ZIP | VERO BEACH FL 32963 | |
| TITLE | VP | <input type="checkbox"/> DELETE |
| NAME | MILLS, WILLIAM B | |
| STREET ADDRESS | 189 16TH AVE | |
| CITY-STATE-ZIP | VERO BEACH FL 32963 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-STATE-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-STATE-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-STATE-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-STATE-ZIP | |
| 3.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | PS Mills, William |
| 3.3 STREET ADDRESS | 189 16th Ave. |
| 3.4 CITY-STATE-ZIP | VERO BEACH, FL 32962 |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-STATE-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-STATE-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 6.4 CITY-STATE-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, or on an attachment with an address.

SIGNATURE:

W. B. Mills

3/4/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)