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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90207 015 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F96000004735**

1. Corporation Name
AUCTION FINANCE GROUP, INC.



Principal Place of Business: 930 WASHINGTON AVE. MIAMI BEACH FL 33139
 Mailing Address: 930 WASHINGTON AVE. MIAMI BEACH FL 33139

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **09/13/1996**
 4. FEI Number: **65-0680210** Applied For: Not Applicable:
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 7. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 **1680 MICHIGAN AVE** Suite, Apt. #, etc.: 22 **SUITE 701** City & State: 23 **MIAMI BEACH FL** Zip: 24 **33139** Country: 25 **DADE**
 2a. Mailing Address: 26 **1680 MICHIGAN AVE** Suite, Apt. #, etc.: 27 **SUITE 701** City & State: 28 **MIAMI BEACH FL** Zip: 29 **33139** Country: 30 **DADE**

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SIMON, STEVE	
STREET ADDRESS	930 WASHINGTON AVE.	
CITY-ST-ZIP	MIAMI BEACH FL 33139	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	PORTER, HELEN	
STREET ADDRESS	930 WASHINGTON AVE.	
CITY-ST-ZIP	MIAMI BEACH FL 33139	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	PRESIDENT
2.3 STREET ADDRESS	HELEN PORTER
2.4 CITY-ST-ZIP	1680 MICHIGAN AVE. Ste 701 MIAMI BEACH FL 33139
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: SIGNATURE HELEN PORTER 4/28/99 305-673-2700
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)