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

FILED PROFIT Jun 18 1997 8:00am FLORIDA DEPARTMENT OF STATE **CORPORATION** Sandra B. Mortham ANNUAL REPORT Secretary of Staten Secretary of State DIVISION OF CORPORATIONS 1997 DOCUMENT # RETIRE AT FIFTY, INC. Principal Place of Business Mailing Address 2860 SW 85HWAY Davie, FL 33328 3. Date Incorporated or Qualified 3a. Date of Last Report 2. Principal Place of Business 2a. Malling Address Applied For 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Regulred 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 28 Trust Fund Contribution Added to Fees 23 Zip Country Zip Country 8. This corporation has liability for intangible tax under s. 199,032. Florida Statutes Yes No 24 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent EPSTEIN, RICHARD W Street Address (P.O. Box Number is Not Acceptable) 100 W CYPRESS CREED Rd 83 Suite 700 Zip Code Ft LauderDone, FL 33309 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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) LICE PUS LOGICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. 13. DELETE 1.1 TITLE Change Addition TITLE EPSTEIN, RICHARD MAME 1.2 NAME 2860 SW 85TH WAY STREET ADDRESS 1.3 STREET ADDRESS Dave, FL 33328 1.4 CITY-ST-ZIP CITY-ST-ZIP DELETE 2.1 TITLE Change Addition TITLE Keremon, Marie 2.2 NAME 2860 SW B5TH WAY STREET ADDRESS 2.3 STREET ADDRESS DOVICE FL 33328 VICE - THE IDENT FORCAS, David 2.4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition 3.1 TITLE TITLE NAME 3.2 NAME 2101 N 53 M AUC STREET ADDRESS 3.3 STREET ADDRESS folly wood, PL CITY-ST-ZIP 3.4. CITY-ST-ZIP DELETE Addition Change TITLE 41 TITLE NAME 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS 4.4 City-St-7IP CITY-ST-ZIP Change Addition DELETE TITLE 5.1 TITLE 400002216304 5.2 NAME -06/18/97--01097--008 5.3 STREET ADDRESS STREET ADDRESS ***225.00 CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition TITLE 61 TITLE NAME 6.2 NAME

14. I do hereby certily 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 change 77 un an attachment with an address.

B.3 STREET ADDRESS 64 CITY-ST-ZIP

SIGNATURE

STREET ADDRESS

305-895-7200