

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

**FILED**  
**Feb 09 1998 8:00am**  
**Secretary of State**

|                                                    |                                                                                   |                                                                                                           |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

**DOCUMENT # J22539 (7)**  
 1. Corporation Name  
**PHOENIX CAPITAL GROUP, INC.**



|                                                                                                |                                                                             |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Principal Place of Business<br>2601 SOUTH BAYSHORE DRIVE<br>19TH FLOOR<br>MIAMI FL 33133<br>US | Mailing Address<br>2601 S BAYSHORE DR<br>19TH FLOOR<br>MIAMI FL 33133<br>US |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. |
| 22 City & State                | 27 City & State        |
| 23 Zip Country                 | 28 Zip Country         |
| 24                             | 29 30                  |

|                                                                                                                                                                         |                                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>07/01/1986</b>                                                                                                                  |                                                                                    |
| 4. FEI Number<br><b>59-2691707</b>                                                                                                                                      | Applied For<br><input type="checkbox"/> Not Applicable<br><input type="checkbox"/> |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                               | <b>\$8.75</b> Additional Fee Required                                              |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                                         | <b>\$5.00</b> May Be Added to Fees                                                 |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                                                    |

9. Name and Address of Current Registered Agent

**COBER CORPORATE AGENTS INC**  
 2601 SOUTH BAYSHORE  
 19TH FLOOR  
 MIAMI FL 33133

10. Name and Address of New Registered Agent


|                                                       |             |
|-------------------------------------------------------|-------------|
| 81 Name                                               |             |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | 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  | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BERNSTEIN, RICHARD N.               | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VPD <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | COHEN, JEFFREY MICHAEL              | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VPD <input type="checkbox"/> DELETE | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BRODIE, STEVEN J.                   | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | SD <input type="checkbox"/> DELETE  | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | KONDELL, KAREN P.                   | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | TD <input type="checkbox"/> DELETE  | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BERKE, MICHAEL A.                   | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | AS <input type="checkbox"/> DELETE  | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | COHEN, BETSY Z.                     | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 2601 SO BAYSHORE DR 19 FLOOR        | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | MIAMI FL                            | 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: 

1/28/98

(305) 854-5900

CR2E034 (10/97)