

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

FILED
Feb 17 1998 8:00am
Secretary of State

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

DOCUMENT # L22895 (1)
1. Corporation Name
VRP HOLDINGS, INC.

Principal Place of Business
7280 PALMETTO PARK ROAD
STE 310
BOCA RATON FL 33433
US

Mailing Address
520 LAKE COOK RD
STE 380
DEERFIELD FL 60015
US



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------|-------------------------------|---------|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 10/12/1989 | |
| 21 | | 26 | | 4. FEI Number 65-0157843 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | Applied For Not Applicable | |
| 22 | | 27 | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| City & State | | City & State DEERFIELD, IL | | 8. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 23 | | 28 | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 24 | | 29 | | | |
| Zip | Country | Zip | Country | | |
| 25 | | 30 | | | |
| | | | | | |

9. Name and Address of Current Registered Agent

RISTAINO, EDWARD
C/O ACKERMAN, SENTERFIT AND EDISON, PA
1 SE THIRD AVE., 28TH FLOOR
MIAMI FL 33131

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
FL

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)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------------|---|----------------------------------|
| TITLE | D | 1.1 TITLE | PRESIDENT |
| NAME | VALASSIS, GEORGE F. | 1.2 NAME | VALASSIS, GEORGE F. |
| STREET ADDRESS | 7280 PALMETTO PARK RD., STE 310 | 1.3 STREET ADDRESS | 7280 PALMETTO PARK RD., STE. 310 |
| CITY-ST-ZIP | BOCA RATON FL | 1.4 CITY-ST-ZIP | BOCA RATON, FL |
| TITLE | S | 2.1 TITLE | VICE PRESIDENT |
| NAME | VALASSIS, D. CRAIG | 2.2 NAME | VALASSIS, DOUG T. |
| STREET ADDRESS | 1400 N. WOODWARD, STE 270 | 2.3 STREET ADDRESS | 520 LAKE COOK RD., STE 380 |
| CITY-ST-ZIP | BLOOMFIELD HILLS MI | 2.4 CITY-ST-ZIP | DEERFIELD, IL 60015 |
| TITLE | T | 3.1 TITLE | SECRETARY/ VP |
| NAME | MILLER, ROBERT L | 3.2 NAME | VALASSIS, D. CRAIG |
| STREET ADDRESS | 1400 N WOODWARD #270 | 3.3 STREET ADDRESS | 1400 N. WOODWARD, STE. 270 |
| CITY-ST-ZIP | BLOOMFIELD HILL MI | 3.4 CITY-ST-ZIP | BLOOMFIELD HILLS, MI 48304 |
| TITLE | D | 4.1 TITLE | TREASURER |
| NAME | VALASSIS, DOUG T | 4.2 NAME | MILLER, ROBERT L. |
| STREET ADDRESS | 520 LAKE COOK RD STE 380 | 4.3 STREET ADDRESS | 520 LAKE COOK RD., STE. 380 |
| CITY-ST-ZIP | DEERFIELD IL | 4.4 CITY-ST-ZIP | DEERFIELD, IL 60015 |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| 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 in an attachment with an address.

SIGNATURE:

[Signature]
R.L. MILLER 2-10-98 945-7722 2476000

CR2E034 (10/97)