

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

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Feb 28 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 # L87788 (0)

1. Corporation Name
GROUP II OF MIAMI, INC.

Principal Place of Business
C/O CARLOS A. VALDERRAMA
8333 NW 12 ST., SUITE #152
MIAMI FL 33126

Mailing Address
C/O CARLOS A. VALDERRAMA
8333 NW 12 ST., SUITE #152
MIAMI FL 33126-1841



| | | | | | |
|--------------------------------|------------------------|---|--|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 06/26/1990 | 3a. Date of Last Report 05/01/1996 |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 4. FEI Number 65-0321042 | | Applied For Not Applicable | |
| 22 City & State | 27 City & State | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| 23 Zip | 28 Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 24 Country | 29 Country | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |

9. Name and Address of Current Registered Agent

VALDERRAMA, CARLOS A.
10820 SW 32ND STREET
MIAMI FL 33165

10. Name and Address of New Registered Agent

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL |

11. Pursuant to the provisions of Sections 607.05(2) and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent to be located 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 agree to the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: (NOTE: Registered Agent's signature required when reinstating)

| 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 | VALDERRAMA, CARLOS A. | 1.2 NAME | |
| STREET ADDRESS | 10820 SW 32ND STREET | 1.3 STREET ADDRESS | |
| CITY- ST- ZIP | MIAMI FL | 1.4 CITY- ST- ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY- ST- ZIP | | 2.4 CITY- ST- ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY- ST- ZIP | | 3.4 CITY- ST- ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY- ST- ZIP | | 4.4 CITY- ST- ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY- ST- ZIP | | 5.4 CITY- ST- ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY- ST- ZIP | | 6.4 CITY- ST- 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 officer 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/24/97 305554 0507

CR2E034 (9/96)