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Apr 30 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M07527 (8)
1. Corporation Name
GROUP III INTERNATIONAL CORPORATION



Principal Place of Business Mailing Address
1150 KANE CONCOURSE 1150 KANE CONCOURSE
3RD FLOOR 3RD FLOOR
BAY HARBOR ISLANDS FL 33154-2053 BAY HARBOR ISLANDS FL 33154-2053

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		11/07/1984	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-2463852	
24 Country		29 Country		30	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
SF & F RESIDENT AGENTS, INC. S.E. FINANCIAL CENTER, SUITE #4310 200 S. BISCAYNE BLVD. MIAMI FL 33131				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

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	P	1.1 TITLE	
NAME	BEHAR, SABY	1.2 NAME	
STREET ADDRESS	1150 KANE CONCOURSE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BAY HBR ISL FL	1.4 CITY-ST-ZIP	
TITLE	DV	2.1 TITLE	
NAME	VAINSTEIN, GODY	2.2 NAME	
STREET ADDRESS	1150 KANE CONCOURSE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BAY HBR ISL FL	2.4 CITY-ST-ZIP	
TITLE	KLEIN, HARVEY	3.1 TITLE	
NAME	1150 KANE CONCOURSE	3.2 NAME	
STREET ADDRESS	BAY HBR ISL FL	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
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 on an attachment with an address.

SIGNATURE:

CR2E034 (10/97)