

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

FILED
Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37633 (5)
 1. Corporation Name
BILTMORE ACQUISITION CORP.



Principal Place of Business 6700 N ANDREWS AVE SUITE 500 FT LAUDERDALE FL 33309	Mailing Address 6700 N ANDREWS AVE SUITE 500 FT LAUDERDALE FL 33309
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DO NOT WRITE IN THIS SPACE

21 2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
Zip	Zip
24 Country	25 Country
29	30

3. Date Incorporated or Qualified 02/25/1992	
4. FEI Number 65-0332157	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE. #105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

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		<input type="checkbox"/> DELETE
TITLE	PD	
NAME	LOEWENSTERN, ELLIOT	
STREET ADDRESS	6700 N ANDREWS AVE, STE 500	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	STD	
NAME	BRONSON, RICHARD B	
STREET ADDRESS	6700 N ANDREWS AVE, STE. 500	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1 TITLE			
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE			
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE			
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE			
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE			
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE			
6.2 NAME			
6.3 STREET ADDRESS			
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.

Elliot Loewenstern

CR2E034 (10/97)