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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

<p>CORPORATION ANNUAL REPORT 1995</p>		<p>FLORIDA DEPARTMENT OF STATE Sandra B. Matham Secretary of State DIVISION OF CORPORATIONS</p>
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DOCUMENT # P92000000722 (8)

1. Corporation Name
THE RHEM GROUP, INC.

Principal Place of Business 903 E. NEW HAVEN AVE. MELBOURNE FL 32901	Mailing Address 903 E. NEW HAVEN AVE. MELBOURNE FL 32901
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DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 10/27/1992	3a. Date of Last Report 04/28/1994
22	27	4. FEI Number 59-3151610	Applied For <input type="checkbox"/> Not Applicable
23	28	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24	29	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25	30	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		10. Name and Address of New Registered Agent	
<p>RHEM, D. D JR 1800 WEST HIBISCUS BLVD. SUITE 138 MELBOURNE FL 32901</p>		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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-electing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RHEM, D D JR	1.2 NAME	
STREET ADDRESS	903 E. NEW HAVEN AVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	MELBOURNE FL 32901	1.4 CITY - ST - ZIP	
TITLE		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		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		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		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		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 is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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 the report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attached list with an address.

SIGNATURE:  **B. D. Rhem Jr., President** 4/19/95 (407) 725-0710