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Feb 12 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 # P93000063604 (1)

1. Corporation Name
GRIP DEVELOPMENT, INC.

Principal Place of Business
2672 TIMBERCREEK CIRCLE
BOCA RATON FL 33431

Mailing Address
2672 TIMBERCREEK CIRCLE
BOCA RATON FL 33431-4033



3. Date Incorporated or Qualified 09/07/1993
3a. Date of Last Report 01/25/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		65-0448185		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		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

PARDO, JEFFREY J
8323 NW 12TH STREET
SUITE 210
MIAMI FL 33128

10. Name and Address of New Registered Agent

81 Name PARDO, Jeffrey J.
82 Street Address (P.O. Box Number is Not Acceptable) 257 EAST RIVO ALTO DRIVE
83 MIAMI BEACH 33139
84 City MIAMI BEACH FL 85 Zip Code 33139

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]* (NOTE: Registered Agent signature required when reinstating) DATE 2/5/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUBIN, GARY	1.2 NAME	
STREET ADDRESS	2672 TIMBERCREEK CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33431	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARDO, IRA	2.2 NAME	
STREET ADDRESS	2672 TIMBERCREEK CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33431	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARDO, JEFFREY	3.2 NAME	
STREET ADDRESS	8323 NW 12 STREET, SUITE 210	3.3 STREET ADDRESS	257 East Rivo Alto Drive
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	MIAMI BEACH, FL 33139
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 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: *[Signature]* GARY D. RUBIN 1/16/97 (661)451-0977
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)