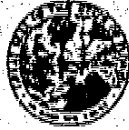


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

DOCUMENT # P93000071614 (0)

95 MAR 13 AM 11:33

1. Corporation Name
THE VERTICAL GROUP, INC.

Principal Place of Business: **9200 SOUTH DADELAND BLVD. STE. 517 MIAMI FL 33156**
Mailing Address: **9200 SOUTH DADELAND BLVD. STE. 517 MIAMI FL 33156**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		10/15/1993	05/01/1994
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 City & State		28 City & State		65-0443877	Not Applicable
24 Zip		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input type="checkbox"/>	<input type="checkbox"/>
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent			

**GINSBURG, STEVEN D
9200 SOUTH DADELAND BLVD.
STE. 517
MIAMI FL 33156**

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D, S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GINSBURG, STEVEN	1.2 NAME	
STREET ADDRESS	9200 SOUTH DADELAND BLVD. STE. 517	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33156	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	P, D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BIRENBAUM, DAVID, J.	2.2 NAME	
STREET ADDRESS	9200 S. DADELAND BLVD. #517	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	**	3.1 TITLE	D, VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	LARRY CHESHIRE
STREET ADDRESS		3.3 STREET ADDRESS	4609 G-3 NW 6TH ST.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	GAINESVILLE, FL 32609
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 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: *David J. Birenbaum* **DAVID J. BIRENBAUM** PRESIDENT 3/6/95

305-670-2150
0167436 CP