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FILED
May 19 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 # P94000038999 (6)

1. Corporation Name

SOLUTIONS-MILL, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 2730 SW 3RD AVENUE SUITE 202 MIAMI FL 33129 US		Mailing Address 2730 SW 3RD AVENUE SUITE 202 MIAMI FL 33129 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
3. Date Incorporated or Qualified 05/20/1994		4. FEI Number 65-0492413	
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		8. Name and Address of Current Registered Agent 9. Name and Address of New Registered Agent	
HAIMAN, BARRY G 2730 SW 3RD AVENUE SUITE 202 MIAMI FL 33129		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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	D	1.1 TITLE	T
NAME	HAIMAN, BARRY G	1.2 NAME	AMAYA, MORRIS
STREET ADDRESS	10250 COLLINS AVE, PH 1	1.3 STREET ADDRESS	14629 SW 104 ST., #216
CITY-ST-ZIP	BAL HARBOUR FL	1.4 CITY-ST-ZIP	MIAMI, FL 33186
TITLE		2.1 TITLE	D
NAME		2.2 NAME	JONES, LUVERNE
STREET ADDRESS		2.3 STREET ADDRESS	1 SE 3RD AVE., 20th FLOOR
CITY-ST-ZIP		2.4 CITY-ST-ZIP	MIAMI, FL 33131
TITLE		3.1 TITLE	D
NAME		3.2 NAME	LITTLE, DEWAYNE L.
STREET ADDRESS		3.3 STREET ADDRESS	1250 FUNSTON ST.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	HOLLYWOOD, FL 33019
TITLE		4.1 TITLE	D
NAME		4.2 NAME	LOPATE, SAYNA
STREET ADDRESS		4.3 STREET ADDRESS	C/O COLONIAL BANK, CRANDON BLVD.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	KEY BISCAYNE, FL 33149
TITLE		5.1 TITLE	D
NAME		5.2 NAME	GORDON, ALAN
STREET ADDRESS		5.3 STREET ADDRESS	628 8th AVE., NORTH
CITY-ST-ZIP		5.4 CITY-ST-ZIP	JACKSONVILLE BEACH, FL 32250
TITLE		6.1 TITLE	D
NAME		6.2 NAME	REEVES, JOE
STREET ADDRESS		6.3 STREET ADDRESS	1730 URBANA AVE.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	DELTONA, FL 32725

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

Barry G. Haiman

4-13-98 305 858-1120

CR2E034 (10/97)