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FILED
Mar 14 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 # P94000045175 (4)

1. Corporation Name
HPH GROUP, INC.



Principal Place of Business
5340 N FEDERAL HWY. 203
SUITE 204
LIGHTHOUSE POINT FL 33064
US

Mailing Address
5340 N FEDERAL HWY. 203
SUITE 204
LIGHTHOUSE POINT FL 33064-7058
US

2. Principal Place of Business

21 Suite, Apt. #, etc.
103

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.
103

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified
06/03/1994

3a. Date of Last Report
04/22/1996

4. FEI Number
65-0500805

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

DIAMOND, BARRY A
5701 N PINE ISLAND RD, 250
FT LAUDERDALE FL 33321

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 file if applicable

(NOTE: Registered Agent's signature required when re-appointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DP
KATZ, MICHAEL
5340 N FEDERAL HWY, 203-103
LIGHTHOUSE POINT FL 33064

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DVI
PRINS, EDMOND
5340 N FEDERAL HWY, 203-103
LIGHTHOUSE POINT FL 33064

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

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

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

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: EDMOND C PRINS

2/10/97

CR2E034 (9/96)