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Jan 29 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT



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

1997 1-29-97 B-1011 C

DOCUMENT # P95000028126 (7)

1. Corporation Name  
EXCEPTIONAL, INC.



Principal Place of Business: 1785 OPA-LOCKA BLVD OPA-LOCKA FL 33054  
Mailing Address: 1785 OPA-LOCKA BLVD OPA-LOCKA FL 33054-4221

3. Date Incorporated or Qualified: 04/05/1995  
3a. Date of Last Report: 05/01/1996  
4. FEI Number: 65-0573805  
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: [X] Yes [ ] No

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

9. Name and Address of Current Registered Agent  
LEE, WINSTON  
1785 OPA-LOCKA BLVD  
OPA-LOCKA FL 33054

10. Name and Address of New Registered Agent  
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] (NOTE: Registered Agent signature required when reinstating) DATE:

Table with 12 rows for Officers and Directors. Includes columns for Title, Name, Street Address, City-ST-ZIP, and a DELETED checkbox. Row 1: D LEE, WINSTON G, 7023 CROWN GATE COURT, MIAMI LAKES FL 33014. Row 2: D BARNETT, BARRINGTON, 3919 NW 207TH STREET, MIAMI FL 33054.

Table with 12 rows for Additions/Changes to Officers and Directors in 12. Includes columns for Title, Name, Street Address, City-ST-ZIP, and checkboxes for Change and 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 in an Attachment with an address.

SIGNATURE: [Signature] WINSTON G. LEE, PRESIDENT 1-22-97 (305) 687-5600  
Date Daytime Phone #

CR2E034 (9/96)