

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000071317 (8)

1. Corporation Name
V.P. GROUP, INC.



Principal Place of Business 2301 COLLINS AVENUE STE. A-1231 MIAMI BEACH FL 33139	Mailing Address 2301 COLLINS AVENUE STE. A-1231 MIAMI BEACH FL 33139
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 101 Summer Rd Suite, Apt. #, etc. 22 City & State 23 Brookline, MA Zip 24 02146 Country 25 USA		2a. Mailing Address 26 101 Summer Rd. Suite, Apt. #, etc. 27 City & State 28 Brookline, MA Zip 29 02146 Country 30 USA		3. Date Incorporated or Qualified 09/12/1995	
		4. FEI Number 65-0610956		Applied For Not Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent ISTCHENKO, EVGENI 2301 COLLINS AVENUE STE. A-1231 MIAMI BEACH FL 33139			10. Name and Address of New Registered Agent 81 Name Istchenko, Evgeni 82 Street Address (P.O. Box Number is Not Acceptable) 101 Summer Road 83 84 City FL 85 Zip Code		

11. Pursuant to the provisions of Sections 607.0502 and 607.508, 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 *Gary Khutorsky* (GARY KHUTORSKY) DATE 5/12/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	KHUTORSKY, GARY	1.2 NAME	KHUTORSKY, GARY
STREET ADDRESS	2539 S. BAYSHORE DRIVE. APT 112	1.3 STREET ADDRESS	4150 Poinciana Ave.
CITY-ST-ZIP	MIAMI FL 33133	1.4 CITY-ST-ZIP	Coconut Grove, FL 33133
TITLE	SD	2.1 TITLE	SD
NAME	ISTCHENKO, EVGENI	2.2 NAME	ISTCHENKO, EVGENI
STREET ADDRESS	2539 S. BAYSHORE DRIVE. APT 112	2.3 STREET ADDRESS	101 Summer Road
CITY-ST-ZIP	MIAMI FL 33133	2.4 CITY-ST-ZIP	Brookline, MA 02146
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: *Evgeni Istchenko* 04/21/98 (305) 8613010

CR2E034 (10/97)