

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

FILED  
May 20 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. McArthur</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000064778 (9)

1. Corporation Name  
**CONNELL CAPITAL, INC.**



Principal Place of Business <b>2600 S.W. THIRD AVENUE SUITE 901 MIAMI FL 33129</b>	Mailing Address <b>2600 S.W. THIRD AVENUE SUITE 901 MIAMI FL 33129</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>1000 BRICKELL AVE.</b> Suite, Apt. #, etc. 22 <b>SUITE 900</b> City & State 23 <b>MIAMI FL</b> Zip 24 <b>33131</b> Country 25 <b>USA</b>	2a. Mailing Address 26 <b>1000 BRICKELL AVE</b> Suite, Apt. #, etc. 27 <b>SUITE 900</b> City & State 28 <b>MIAMI FL</b> Zip 29 <b>33131</b> Country 30 <b>USA</b>
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3. Date Incorporated or Qualified <b>08/02/1996</b>	4. FEI Number <b>65-0833057</b> <b>APPLIED FOR</b>	Applied For <input type="checkbox"/> Not Applicable
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	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent <b>PERRONE, STEPHEN L 2600 S.W. THIRD AVENUE SUITE 301 MIAMI FL 33129</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) <b>1000 BRICKELL AVE.</b> 83 <b>SUITE 900</b> 84 City <b>MIAMI</b> FL 85 Zip Code <b>33131</b>
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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	ST	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition				
NAME	CONNELL, HAROLD L	1.2 NAME					
STREET ADDRESS	2600 SW 3RD AVE SUITE 301	1.3 STREET ADDRESS	1000 BRICKELL AVE - SUITE 900				
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	MIAMI FL 33131				
TITLE	DP	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition				
NAME	VAUGHN, JOSEPH H.	2.2 NAME	VAUGHN, H. JOSEPH				
STREET ADDRESS	2600 SW 3RD AVE SUITE 301	2.3 STREET ADDRESS	1000 BRICKELL AVE - SUITE 900				
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	MIAMI FL 33131				
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
NAME		3.2 NAME					
STREET ADDRESS		3.3 STREET ADDRESS					
CITY-ST-ZIP		3.4 CITY-ST-ZIP					
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 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: *[Signature]* **Harold Connell, Sr.** 4/20/98 305-379-7100

CR2E034 (10/97)