

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

FILED

Apr 14 1997 8:00am  
Secretary of State

|  |   |  |
|--|---|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|--|

**DOCUMENT #** 196000080320

**1. Corporation Name**  
The Loyalty Group, Inc.

**Principal Place of Business**  
21346 St. Andrews Blvd.  
Suite 219  
Boca Raton, FL 33433

**Mailing Address**  
(Same)

|                                       |                               |
|---------------------------------------|-------------------------------|
| <b>2. Principal Place of Business</b> | <b>2a. Mailing Address</b>    |
| <b>21</b> Suite, Apt. #, etc.         | <b>26</b> Suite, Apt. #, etc. |
| <b>22</b> City & State                | <b>27</b> City & State        |
| <b>23</b> Zip                         | <b>28</b> Zip                 |
| <b>24</b> Country                     | <b>29</b> Country             |
| <b>25</b>                             | <b>30</b>                     |

|   |  |
|---|--|
| <b>3. Date Incorporated or Qualified</b><br><u>9/27/96</u>  | <b>3a. Date of Last Report</b><br><u>NA</u>                          |
| <b>4. FEI Number</b><br><u>65-0704724</u>   | <b>Applied For</b><br><input type="checkbox"/> <b>Not Applicable</b> |
| <b>5. Certificate of Status Desired</b><br><input type="checkbox"/>   | <b>\$8.75 Additional Fee Required</b>                                |
| <b>6. Election Campaign Financing Trust Fund Contribution</b><br><input type="checkbox"/>   | <b>\$5.00 May Be Added to Fees</b>                                   |
| <b>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |

**9. Name and Address of Current Registered Agent**  
Phyllis Roteman, President  
5610 B Coach House Circle  
Boca Raton, FL 33486

**10. Name and Address of New Registered Agent**

|  |
|--|
| <b>81</b> Name   |
| <b>82</b> Street Address (P.O. Box Number is Not Acceptable) |
| <b>83</b>  |
| <b>84</b> City   |
| <b>85</b> 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** Phyllis Roteman **DATE** 4/3/97

(NOTE: Registered Agent signature required when reinstating)

**12. OFFICERS AND DIRECTORS**

|   |                                 |
|---|---------------------------------|
| <b>TITLE</b><br><u>Phyllis Roteman</u>                    | <input type="checkbox"/> DELETE |
| <b>NAME</b><br><u>President</u>                           |                                 |
| <b>STREET ADDRESS</b><br><u>5610 B Coach House Circle</u> |                                 |
| <b>CITY, ST, ZIP</b><br><u>Boca Raton, FL 33486</u>       |                                 |
| <b>TITLE</b>  | <input type="checkbox"/> DELETE |
| <b>NAME</b>   |                                 |
| <b>STREET ADDRESS</b>                                     |                                 |
| <b>CITY, ST, ZIP</b>                                      |                                 |
| <b>TITLE</b>  | <input type="checkbox"/> DELETE |
| <b>NAME</b>   |                                 |
| <b>STREET ADDRESS</b>                                     |                                 |
| <b>CITY, ST, ZIP</b>                                      |                                 |
| <b>TITLE</b>  | <input type="checkbox"/> DELETE |
| <b>NAME</b>   |                                 |
| <b>STREET ADDRESS</b>                                     |                                 |
| <b>CITY, ST, ZIP</b>                                      |                                 |
| <b>TITLE</b>  | <input type="checkbox"/> DELETE |
| <b>NAME</b>   |                                 |
| <b>STREET ADDRESS</b>                                     |                                 |
| <b>CITY, ST, ZIP</b>                                      |                                 |

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

|                           |   |
|---------------------------|---|
| <b>1.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>1.2 NAME</b>           |   |
| <b>1.3 STREET ADDRESS</b> |   |
| <b>1.4 CITY-ST-ZIP</b>    |   |
| <b>2.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>2.2 NAME</b>           |   |
| <b>2.3 STREET ADDRESS</b> |   |
| <b>2.4 CITY-ST-ZIP</b>    |   |
| <b>3.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>3.2 NAME</b>           |   |
| <b>3.3 STREET ADDRESS</b> |   |
| <b>3.4 CITY-ST-ZIP</b>    |   |
| <b>4.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>4.2 NAME</b>           |   |
| <b>4.3 STREET ADDRESS</b> |   |
| <b>4.4 CITY-ST-ZIP</b>    |   |
| <b>5.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>5.2 NAME</b>           |   |
| <b>5.3 STREET ADDRESS</b> |   |
| <b>5.4 CITY-ST-ZIP</b>    |   |
| <b>6.1 TITLE</b>          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| <b>6.2 NAME</b>           |   |
| <b>6.3 STREET ADDRESS</b> |   |
| <b>6.4 CITY-ST-ZIP</b>    |   |

**100002143161**  
**-04/15/97--01009--039**  
**\*\*\*165.00**

**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 reflected 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:** Phyllis Roteman **DATE** 4/3/97 **DAYTIME PHONE #** 561-393-7508

**SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR**  
Phyllis Roteman

CR2E034 (9/96)