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Mar 03 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 # P96000088436 (6)

1. Corporation Name
THE CARLISLE GROUP, INC.



Principal Place of Business: 2121 PONCE DE LEON BLVD. PENTHOUSE CORAL GABLES FL 33134
Mailing Address: 2121 PONCE DE LEON BLVD. PENTHOUSE CORAL GABLES FL 33134-5224

3. Date Incorporated or Qualified: 10/28/1996
3a. Date of Last Report
4. FEI Number: 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

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, 30

9. Name and Address of Current Registered Agent: MARCUS, STEWART, 2121 PONCE DE LEON BLVD. PENTHOUSE, CORAL GABLES FL 33134
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE MARCUS, STEWART	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2121 PONCE DE LEON BLVD. PENTHOUSE	1.2 NAME	
STREET ADDRESS	CORAL GABLES FL 33134	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE BOGGIO, LLOYD J	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2121 PONCE DE LEON BLVD. PENTHOUSE	2.2 NAME	
STREET ADDRESS	CORAL GABLES FL 33134	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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: _____ Date: 7/25/97 Davlinio Phone #: (305) 441-8188

CR2E034 (9/96)