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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000002343

1. Corporation Name
ERILYN GROUP II, INC.



Principal Place of Business: 6099 W. SUNRISE BLVD, SUNRISE FL 33313, US
 Mailing Address: 2670 NE 215 STREET, MIAMI FL 33180

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 Suite, Apt. #, etc.
 22 City & State: 23 Coral Springs, FL
 24 Zip: 25 33067
 26 Mailing Address: 26 5599 E. Leitner Drive
 27 Suite, Apt. #, etc.
 28 City & State: 28 Coral Springs, FL
 29 Zip: 29 33067
 30 Country: 30 U.S.A.

3. Date Incorporated or Qualified: 01/09/1997
 4. FEI Number: 65-0733182
 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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
BRUCE NABAT
 1190 N.E. 125TH ST, #21
 N. MIAMI FL 33161

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: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	PACE, CHARLES	
STREET ADDRESS	5599 E LEITNER DR	
CITY-ST-ZIP	CORAL SPRINGS FL 33067	
TITLE	D	DELETE
NAME	GOLDBERG, MITCHELL	
STREET ADDRESS	353 LEXINGTON AVE 10TH FL	
CITY-ST-ZIP	NEW YORK NY 10017	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: Charles Pace Charles Pace, Pres 4.30.99

CR2E034 (1/98)