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FILED
Apr 16 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000039884 (6)

1. Corporation Name

FLORIDA FUN-TRAIN, INC.



Principal Place of Business

201 SOUTH BISCAYNE BOULEVARD
SUITE 1402
MIAMI FL 33131

Mailing Address

201 SOUTH BISCAYNE BOULEVARD
SUITE 1402
MIAMI FL 33131

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 3700 North 29th Ave		26 3700 North 29th Ave		05/01/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 Suite 202		27 Suite 202		65-0769121	
City & State		City & State		5. Certificate of Status Desired	
23 Hollywood FL		28 Hollywood FL		<input type="checkbox"/> \$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing	
24 33020		29 33020		Trust Fund Contribution	
Country		Country		<input type="checkbox"/> \$5.00 May Be Added to Fees	
25 USA		30 USA		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

OLLE, MACAULAY & ZORRILLA, P.A.
201 SOUTH BISCAYNE BOULEVARD
SUITE 1402, MIAMI CENTER
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name Dennis J. Olle
82 Street Address (P.O. Box Number is Not Acceptable) Adorno 1 Zedee Rd
83 2601 South Bayshore Dr. #1600
84 City Miami FL 85 Zip Code 33133

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	D	1.1 TITLE	D/Chairman of the Board
NAME	MONTELEONE, RAYMOND	1.2 NAME	Harper, Allen C.
STREET ADDRESS	3700 NORTH 29TH AVENUE, SUITE 202	1.3 STREET ADDRESS	1360 South Dixie Highway
CITY-ST-ZIP	HOLLYWOOD FL 33020	1.4 CITY-ST-ZIP	Coral Gables, FL 33146
TITLE		2.1 TITLE	VP/S/T
NAME		2.2 NAME	Cumming, Donald P.
STREET ADDRESS		2.3 STREET ADDRESS	3700 North 29th Ave #202
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Hollywood, FL 33020
TITLE		3.1 TITLE	VP
NAME		3.2 NAME	Blaney, Thomas E.
STREET ADDRESS		3.3 STREET ADDRESS	3700 North 29th Ave #202
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Hollywood, FL 33020
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:

Donald P. Cumming

4-3-98

(954) 920-0606

CR2E034 (10/97)