

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

FILED

May 04 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P97000052940 (8)
1. Corporation Name
GROUP II DEVELOPMENT CORPORATION

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| Principal Place of Business 8333 NW 12TH STREET #152 MIAMI FL 33126 | Mailing Address 8333 NW 12TH STREET #152 MIAMI FL 33126 |
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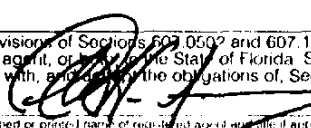


DO NOT WRITE IN THIS SPACE

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| 2. Principal Place of Business 21 8500 SW 8 St. 22 Suite Apt. #, etc. 222 23 City & State Miami, FL 24 Zip 33144 25 Country USA | | 2a. Mailing Address 26 SAME 27 Suite, Apt. #, etc. 28 City & State 29 Zip 30 Country | | 3. Date incorporated or Qualified 06/16/1997 |
| | | 4. FEI Number 65-0762284 | | Applied For Not Applicable |
| | | 5. Certificate of Status Desired <input 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 | | |

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| 9. Name and Address of Current Registered Agent VALDERRAMA, CARLOS A 8333 NW 12TH STREET #152 MIAMI FL 33126 | | 10. Name and Address of New Registered Agent 81 Name Carlos A. Valderrama 82 Street Address (P.O. Box Number is Not Acceptable) 8500 SW 8 St. 83 Suite 222 84 City Miami, FL FL 33144 | |
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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  Carlos A. Valderrama Pres. 4-1-98
Signature typed or printed name of registered agent required if applicable (NOTE: Registered Agent signature required when reinstating) DATE

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| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | D VALDERRAMA, CARLOS A 8333 NW 12TH ST, #152 MIAMI FL 33126 <input type="checkbox"/> DELETE | 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | P.D. Carlos A. Valderrama 8500 SW 8 St. Suite 222 Miami FL 33144 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

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 a statement with an address.

SIGNATURE:  Carlos A. Valderrama 4-1-98. 305 554 0507
Signature typed or printed name of signing officer or director Date Daytime Phone # 0174106

CR2E034 (10/97)