

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000064480 (1)
 1. Corporation Name
THE PAGANI GROUP, INC.



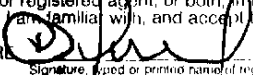
Principal Place of Business 13902 WEST HILLSBOROUGH AVENUE TAMPA FL 33635	Mailing Address 13902 WEST HILLSBOROUGH AVENUE TAMPA FL 33635
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/24/1997	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-3485364		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip		30 Country	
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					

g. Name and Address of Current Registered Agent PAGANI, ADRIAN A 13902 WEST HILLSBOROUGH AVENUE TAMPA FL 33635				10. Name and Address of New Registered Agent			
				81 Name ALBERTO H. PAGANI			
				82 Street Address (P.O. Box Number is Not Acceptable) 13902 W HILLSBOROUGH AVE			
				83			
				84 City TAMPA		85 Zip Code FL 33635	

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, and, if familial with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE:  DATE: **4/10/98**

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

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	PAGANI, ADRIAN A			1.2 NAME			
STREET ADDRESS	13902 WEST HILLSBOROUGH AVENUE			1.3 STREET ADDRESS			
CITY-ST-ZIP	TAMPA FL 33635			1.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		2.1 TITLE	PRES	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				2.2 NAME	ALBERTO H. PAGANI		
STREET ADDRESS				2.3 STREET ADDRESS	13902 W. HILLSBOROUGH AVE.		
CITY-ST-ZIP				2.4 CITY-ST-ZIP	TAMPA FL 33635		
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE	V.P.	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				3.2 NAME	MARTHA S. PAGANI		
STREET ADDRESS				3.3 STREET ADDRESS	13902 W. HILLSBOROUGH AVE.		
CITY-ST-ZIP				3.4 CITY-ST-ZIP	TAMPA FL 33635		
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE	TRES	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				4.2 NAME	FABIO E. PAGANI		
STREET ADDRESS				4.3 STREET ADDRESS	13902 W. HILLSBOROUGH AVE.		
CITY-ST-ZIP				4.4 CITY-ST-ZIP	TAMPA FL 33635		
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 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: **4/10/98**

CR2E034 (10/97)