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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 # P97000101843

1. Corporation Name
S & P FINANCIAL GROUP, INC.



Principal Place of Business: POST OFFICE BOX 27-2943 BOCA RATON FL 33427-2943
 Mailing Address: POST OFFICE BOX 27-2943 BOCA RATON FL 33427-2943

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/03/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0794147	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	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
SCHWARTZMAN, RON 4401 W. HILLSBORO BOULEVARD COCONUT CREEK FL 33073				81 Name	BEATRICE PEIFFER
				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: *Beatrice R. Peiffer* (NOTE: Registered Agent signature required when reinstating) DATE: 1/30/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEIFFER, BEATRICE	1.2 NAME	
STREET ADDRESS	POST OFFICE BOX 27-2943 N/A	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33427-2943	1.4 CITY-ST-ZIP	
TITLE	VPTD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWARTZMAN, RON	2.2 NAME	
STREET ADDRESS	POST OFFICE BOX 27-2943 N/A	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33427-2943	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADDEO, DOUG	3.2 NAME	
STREET ADDRESS	POST OFFICE BOX 27-2943 N/A	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33427-2943	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 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: *Beatrice R. Peiffer* DATE: 1/30/99 TIME: 8:13 PM PHONE: 2450

CR2E034 (1/98)