

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

FILED
Apr 14 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 # P97000106226 (8)

1. Corporation Name

HOOVER/RALEIGH HOLDINGS, INC.



Principal Place of Business 5750 COLLINS AVE. #4-A MIAMI BEACH FL 33140	Mailing Address 5750 COLLINS AVE. #4-A MIAMI BEACH FL 33140
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 12/17/1997	
4. FEI Number		5. Certificate of Status Desired		6. Election Campaign Financing Trust Fund Contribution	
<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		<input type="checkbox"/> \$8.75 Additional Fee Required		<input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.		<input type="checkbox"/> Yes <input type="checkbox"/> No		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	

9. Name and Address of Current Registered Agent HOOVER, NOEL A 5750 COLLINS AVE. #4-A MIAMI BEACH FL 33140		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	President / Director Noel A Hoover 5750 Collins Ave #4-A Miami Beach, FL 33140	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	President / Director Noel A Hoover 5750 Collins Ave #4-A Miami Beach, FL 33140
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Vice President / Director Debrah J. Agnello-Raleigh 5750 Collins Ave #4-A Miami Beach, FL 33140	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Vice - President / Director Debrah J. Agnello-Raleigh 5750 Collins Ave #4-A Miami Beach, FL 33140
TITLE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 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.

SIGNATURE:  Noel A Hoover 4-8-98 305

CR2E034 (10/97)