


**FILED**  
**Mar 24, 1999 8:00 am**  
**Secretary of State**

03-24-1999 90091 015 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State <b>DIVISION OF CORPORATIONS</b>																																																																																																																																					
<b>DOCUMENT # P98000010427</b>																																																																																																																																									
1. Corporation Name <b>ARBOR FINANCIAL GROUP, INC.</b>																																																																																																																																									
Principal Place of Business <b>11401 BISCAYNE BOULEVARD</b> <b>MIAMI FL 33181</b>			Mailing Address <b>11401 BISCAYNE BOULEVARD</b> <b>MIAMI FL 33181</b>																																																																																																																																						
DO NOT WRITE IN THIS SPACE																																																																																																																																									
3. Date Incorporated or Qualified <b>01/02/1998</b>																																																																																																																																									
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country				2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country																																																																																																																																					
4. FEI Number <b>65-0810469</b>				Applied For <input type="checkbox"/> Not Applicable																																																																																																																																					
5. Certificate of Status Desired <input type="checkbox"/>				<b>\$8.75</b> Additional Fee Required																																																																																																																																					
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>				<b>\$5.00</b> May Be Added to Fees																																																																																																																																					
8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No																																																																																																																																									
9. Name and Address of Current Registered Agent <b>BERNSTEIN, MICHAEL</b> <b>11401 BISCAYNE BOULEVARD</b> <b>MIAMI FL 33181</b>			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>																																																																																																																																									
12. OFFICERS AND DIRECTORS <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">TITLE</td> <td style="width: 70%;">D</td> <td style="width: 20%; text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td colspan="2">BERNSTEIN, MICHAEL</td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="2">11401 BISCAYNE BOULEVARD</td> </tr> <tr> <td>CITY-ST-ZIP</td> <td colspan="2">MIAMI FL 33181</td> </tr> <tr> <td>TITLE</td> <td>D</td> <td style="text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td colspan="2">BERNSTEIN, STEPHEN J</td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="2">11401 BISCAYNE BOULEVARD</td> </tr> <tr> <td>CITY-ST-ZIP</td> <td colspan="2">MIAMI FL 33181</td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td colspan="2"></td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td colspan="2"></td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td colspan="2"></td> </tr> <tr> <td>STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td colspan="2"></td> </tr> </table>			TITLE	D	<input type="checkbox"/> DELETE	NAME	BERNSTEIN, MICHAEL		STREET ADDRESS	11401 BISCAYNE BOULEVARD		CITY-ST-ZIP	MIAMI FL 33181		TITLE	D	<input type="checkbox"/> DELETE	NAME	BERNSTEIN, STEPHEN J		STREET ADDRESS	11401 BISCAYNE BOULEVARD		CITY-ST-ZIP	MIAMI FL 33181		TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		<input type="checkbox"/> DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1.1 TITLE</td> <td style="width: 70%;"></td> <td style="width: 20%; text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>1.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>1.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>1.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>2.1 TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>2.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>2.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>2.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>3.1 TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>3.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>3.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>3.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>4.1 TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>4.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>4.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>4.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>5.1 TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>5.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>5.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>5.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> <tr> <td>6.1 TITLE</td> <td></td> <td style="text-align: right;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>6.2 NAME</td> <td colspan="2"></td> </tr> <tr> <td>6.3 STREET ADDRESS</td> <td colspan="2"></td> </tr> <tr> <td>6.4 CITY-ST-ZIP</td> <td colspan="2"></td> </tr> </table>			1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	1.2 NAME			1.3 STREET ADDRESS			1.4 CITY-ST-ZIP			2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	2.2 NAME			2.3 STREET ADDRESS			2.4 CITY-ST-ZIP			3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	3.2 NAME			3.3 STREET ADDRESS			3.4 CITY-ST-ZIP			4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	4.2 NAME			4.3 STREET ADDRESS			4.4 CITY-ST-ZIP			5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	5.2 NAME			5.3 STREET ADDRESS			5.4 CITY-ST-ZIP			6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	6.2 NAME			6.3 STREET ADDRESS			6.4 CITY-ST-ZIP		
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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:

*[Signature]*  
 SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERING OFFICER OR DIRECTOR

3-19-99  
 Date

305 891 0040  
 Daytime Phone #

CR2E034 (11/98)