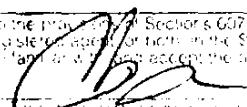


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Jun 04 1998 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                                                                     |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1998</b>                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | <br><b>Sandra B. Montham</b><br>Secretary of State |  |
| <b>DOCUMENT # P98000018734</b><br>1. Corporation Name<br><b>R &amp; B HoldingsGroup, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                     |  |
| Principal Place of Business<br><b>840 E. Highway 50<br/>Clermont FL 34711</b>                                                                                                                                                                                                                                                                                                                                                                                                            |  | Mailing Address<br><b>P.O. Box 423189<br/>Kissimmee, FL34742</b>                                                                    |  |
| 2. Principal Place of Business<br><b>21</b> Suite Apt # etc<br><b>22</b> City & State<br><b>23</b> Zip<br><b>24</b> Country                                                                                                                                                                                                                                                                                                                                                              |  | 2B. Mailing Address<br><b>26</b> Suite Apt # etc<br><b>27</b> City & State<br><b>28</b> Zip<br><b>29</b> Country                    |  |
| 3. Date Incorporated or Qualified<br><b>02/27/98</b>                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 4. FEI Number<br><b>59-3494542</b>                                                                                                  |  |
| 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                                                                                                                                                                                                                                                                                                                                                          |  | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                  |  |
| 7. 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                                                                                                                                                                                                                                                                                                                  |  | 8. Name and Address of Current Registered Agent<br><b>Harry J. Swart<br/>717 E. Oak Street<br/>Kissimmee FL 34744</b>               |  |
| 9. Name and Address of New Registered Agent<br><b>81</b> Name<br><b>82</b> Street Address (P.O. Box Number is Not Acceptable)<br><b>83</b><br><b>84</b> City<br><b>FL</b> <b>85</b> Zip Code                                                                                                                                                                                                                                                                                             |  | 10. Name and Address of New Registered Agent                                                                                        |  |
| 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. <br>SIGNATURE _____ DATE _____ |  |                                                                                                                                     |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                               |  |
| 12.1 NAME<br><b>P, S, D<br/>Stephen M. Ralston<br/>1600 Grandview<br/>Kissimmee, FL 34744</b>                                                                                                                                                                                                                                                                                                                                                                                            |  | 13.1 NAME<br><b>300002553233<br/>-06/08/98--01077--046<br/>***150.00</b>                                                            |  |
| 12.2 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.2 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.3 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.3 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.4 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.4 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.5 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.5 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.6 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.6 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.7 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.7 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.8 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.8 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.9 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 13.9 NAME<br><b>CHANGE</b>                                                                                                          |  |
| 12.10 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.10 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.11 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.11 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.12 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.12 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.13 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.13 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.14 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.14 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.15 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.15 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.16 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.16 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.17 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.17 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.18 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.18 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.19 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.19 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.20 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.20 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.21 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.21 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.22 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.22 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.23 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.23 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.24 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.24 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.25 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.25 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.26 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.26 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.27 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.27 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.28 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.28 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.29 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.29 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.30 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.30 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.31 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.31 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.32 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.32 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.33 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.33 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.34 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.34 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.35 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.35 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.36 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.36 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.37 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.37 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.38 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.38 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.39 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.39 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.40 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.40 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.41 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.41 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.42 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.42 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.43 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.43 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.44 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.44 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.45 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.45 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.46 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.46 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.47 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.47 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.48 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.48 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.49 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.49 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.50 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.50 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.51 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.51 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.52 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.52 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.53 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.53 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.54 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.54 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.55 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.55 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.56 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.56 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.57 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.57 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.58 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.58 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.59 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.59 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.60 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.60 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.61 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.61 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.62 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.62 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.63 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.63 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.64 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.64 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.65 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.65 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.66 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.66 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.67 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.67 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.68 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.68 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.69 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.69 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.70 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.70 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.71 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.71 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.72 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.72 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.73 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.73 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.74 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.74 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.75 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.75 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.76 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.76 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.77 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.77 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.78 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.78 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.79 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.79 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.80 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.80 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.81 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.81 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.82 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.82 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.83 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.83 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.84 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.84 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.85 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.85 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.86 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.86 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.87 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.87 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.88 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.88 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.89 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.89 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.90 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.90 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.91 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.91 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.92 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.92 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.93 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.93 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.94 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.94 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.95 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.95 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.96 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.96 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.97 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.97 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.98 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.98 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.99 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 13.99 NAME<br><b>CHANGE</b>                                                                                                         |  |
| 12.100 NAME<br><b>DELETE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 13.100 NAME<br><b>CHANGE</b>                                                                                                        |  |
| 14. I, the undersigned, being a duly qualified officer or director of the corporation, certify that the information furnished herein is true and correct, 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, and that I am authorized to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in the list of officers and directors of the corporation.            |  |                                                                                                                                     |  |
| SIGNATURE: <br>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                     |  |

CR2E034 (10/97)