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

PROFIT CORPORATION ANNUAL REPORT **1999**

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P98000052909

1. Corporation Name
GROVE ENCOUNTERS, INC.

Principal Place of Business
2455 Sunrise Blvd Suite 1000
Ft. Lauderdale FL 33304

Mailing Address
1 East Broward Blvd
Suite 1300
Ft. Lauderdale
FL 33301

04-20-99 90020 020 $150.00
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 2455 E Sunrise Blvd
Suite, Apt. #, etc
22 10th Floor
City & State
23 Ft Lauderdale FL
Zip / Country
24 33304 25 US

2a. Mailing Address
26 2455 E Sunrise Blvd
Suite, Apt. #, etc
27 10th Floor
City & State
28 Ft. Lauderdale FL
Zip / Country
29 33304 30 US

3. Date Incorporated or Qualified
06/12/1998

4. FEI Number
65-0853220
[ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
INTRASTATE Registered Agent Corporation
701 Brickell Ave Suite 3000
Miami FL 33131

10. Name and Address of New Registered Agent
81 Name
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 ______ Signature, typed or printed name of registered agent and title if applicable ______ DATE

12. OFFICERS AND DIRECTORS

TITLE	D	[X] DELETE
NAME	LINDSEY THOMAS H	
STREET ADDRESS	2455 SUNRISE BLVD Suite 1102	
CITY-ST-ZIP	Ft. Lauderdale FL 33304	
TITLE	D	[ ] DELETE
NAME	Feder, STEVEN L	
STREET ADDRESS	2455 Sunrise Blvd Suite 1102	
CITY-ST-ZIP	Ft Lauderdale FL 33304	
TITLE	P	[ ] DELETE
NAME	Peter Stolz	
STREET ADDRESS	2455 Sunrise Blvd Suite 1102	
CITY-ST-ZIP	Ft Lauderdale FL 33304	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		[ ] Change [ ] Addition
2 TITLE	PSTD	[X] Change [ ] Addition
2 STREET ADDRESS	2455 E Sunrise Blvd 10th Floor	
3 STREET ADDRESS	2455 E. Sunrise Blvd 10th Floor	[X] Change [ ] Addition
4		[ ] Change [ ] Addition
5		[ ] Change [ ] Addition
6		[ ] Change [ ] Addition

DB 5-21-99

CR2E034 (11/98)

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] PETER STOLZ 5/18/99 954 568-3308
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR