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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/12/99



PROFIT CORPORATION ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000083504

1. Corporation Name
FOX GROUP, INC.

Principal Place of Business
2691 WEST 81 STREET
HIALEAH FL 33016

Mailing Address
2691 WEST 81 STREET
HIALEAH FL 33016

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/28/1998

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

-- FOSTER, STEPHEN R --
-- 2691 W. 81 STREET --
-- HIALEAH FL 33016 --

81 Name
Foster, David S.
82 Street Address (P.O. Box Number is Not Acceptable)
2691 W. 81st Street
83
84 City
Hialeah
85 Zip Code
FL 33016

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

David S. Foster Director

1/11/99

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PSTD
FOSTER, STEPHEN R
2691 WEST 81 STREET
HIALEAH FL 33016

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DELETE

TITLE
NAME
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CITY-ST-ZIP
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TITLE
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STREET ADDRESS
CITY-ST-ZIP
DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
PSTD
David S. Foster
2691 W. 81st Street
Hialeah, Florida, 33016

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
400002740784-5

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
-01/14/99-DIRECTOR-012
****150.00 ****150.00

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

David S. Foster

DATE

1/11/99

(305) 556-1700

Daytime Phone #

013336

CR2E034 (1/198)