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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P98000096180 1. Corporation Name PIONEER GROUP SYNDICATE, INC.			
Principal Place of Business 8001 BRACKEN LANE MELBOURNE FL 32940		Mailing Address 8001 BRACKEN LANE MELBOURNE FL 32940	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2625		10. Name and Address of New Registered Agent 81 Name Tom Babinington 82 Street Address (P.O. Box Number is Not Acceptable) 416 Hurst Rd 83 84 City NE Palm Bay FL 85 Zip Code 32907	
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 <i>Kyle V. Walters</i> DATE 3/10/99 (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS TITLE D NAME EICHIN, JOHN M STREET ADDRESS 8001 BRACKEN LANE CITY-ST-ZIP MELBOURNE FL 32940 [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] 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 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] Change [] Addition [] 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: *Kyle V. Walters* REQUIRED
Date 3/10/99 Daytime Phone # 407-960-1

CR2E034 (1/198)