

**2000 UNIFORM BUSINESS REPORT (UBR)**

1063

DOCUMENT # P99000051603

1. Entity Name  
 THE STONEHEDGE GROUP, INC. - III

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 00 JUN 19 PM 3:01

Principal Place of Business  
 3974 TAMPA RD  
 STE B  
 OLDSMAR, FL 34677

Mailing Address  
 3974 TAMPA RD  
 STE B  
 OLDSMAR, FL 34677

2. Principal Place of Business  
 9350 SOUTH DIXIE HIGHWAY  
 Suite, Apt. #, etc.  
 SUITE 1550

3. Mailing Address  
 9350 SOUTH DIXIE HIGHWAY  
 Suite, Apt. #, etc.  
 SUITE 1550

City & State  
 MIAMI, FL

City & State  
 MIAMI, FL

Zip  
 33156

Country  
 USA

4. FEI Number  
 59-3618829

Applied For  
 Not Applicable

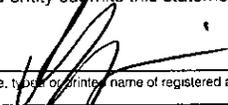
5. Certificate of Status Desired  \$8.75 Additional Fee Required

DO NOT WRITE IN THIS SPACE

6. Name and Address of Current Registered Agent  
 JOSEPH CUCINIELLO  
 3974 TAMPA RD, STE B  
 OLDSMAR, FL 34677

7. Name and Address of New Registered Agent  
 Name  
 GARY D. LIPSON  
 Street Address (P.O. Box Number is Not Acceptable)  
 9350 SOUTH DIXIE HIGHWAY  
 SUITE 1550  
 City  
 MIAMI FL Zip Code  
 33156

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE  DATE 6/15/00

(NOTE: Registered Agent signature required when reinstating)

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so.  (See criteria on back)

**FILE NOW!!! FEE IS \$150.00**  
**After MAY 1, 2000 Fee will be \$550.00**  
**Make Check Payable to Department of State**

10. Election Campaign Financing Trust Fund Contribution.  \$5.00 May Be Added to Fees

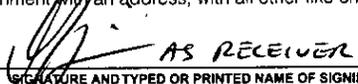
11. OFFICERS AND DIRECTORS

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	
TITLE	<input type="checkbox"/> Delete
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Delete
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE	RECEIVER <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GARY D. LIPSON
STREET ADDRESS	9350 SOUTH DIXIE HIGHWAY, SUITE 1550
CITY-ST-ZIP	MIAMI, FL 33156
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	700003295707-1
STREET ADDRESS	-06/19/00--01017--029
CITY-ST-ZIP	***1500.00 ***150.00
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. 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 report or supplemental 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 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  AS RECEIVER DATE 6/15/00 DAYTIME PHONE # 305-670-6770

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/99)

# MULLER & LIPSON, P.A.

20f3

Attorneys at Law

Charles E. Muller II  
Gary D. Lipson  
Brian A. Lebensburger  
of counsel  
Dale A. Heckerling  
William C. Lewis, Jr.

9350 Financial Centre  
Suite 1550  
9350 South Dixie Highway  
Miami, Florida 33156  
Telephone: 305-670-6770  
Fax: 305-670-6769

June 15, 2000

Ms. Karon Beyer  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Beyer:

As we discussed during our recent telephone conversation, I have been appointed by the Circuit Court as the Receiver of the following Florida corporations:

Millennium Investment, Inc.;  
First Dominion Venture Capital, Inc.;  
The Stonehedge Group, Inc.;  
The Stonehedge Group, Inc.-II;  
The Stonehedge Group, Inc.-III;  
The Stonehedge Group, Inc.-IV;  
The Stonehedge Group, Inc.-V;  
The Stonehedge Group, Inc.-VI;  
The Stonehedge Group, Inc.-VII; and  
The Stonehedge Group, Inc.-VIII.

I have previously faxed to you copies of the pertinent court orders.

In some cases, annual report forms were apparently mailed by the Department of State to the old addresses of the corporations. In other cases, annual report forms were apparently not forwarded to me as receiver of the corporations. Based upon the facts and circumstances of the situation, it is my understanding pursuant to our telephone conversation that the Department of State is willing to waive the reinstatement and late fees with respect to the corporations listed above.

Ms. Karon Beyer  
June 15, 2000  
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As a result, I am enclosing a completed Corporation Reinstatement form for Millennium Investment, Inc. and completed 2000 Uniform Business Reports for the other corporations listed above. I am also enclosing a check in the amount of \$1,500.00, representing the normal filing fee for ten corporations.

Please note that, in the Department's records, the Federal Employer Identification Number for The Stonehedge Group, Inc. and The Stonehedge Group, Inc.-II are identical. I have changed the 2000 Uniform Business Report of The Stonehedge Group, Inc.-II to reflect its correct Federal Employer Identification Number.

The information set forth on the 2000 Uniform Business Reports is accurate to the best of my limited knowledge as of the date hereof. If and to the extent that new or different information is discovered, I will make appropriate amendments.

Your cooperation has been, and continues to be, greatly appreciated. Should you have any questions, please feel free to contact me.

Sincerely,



Gary D. Lipson, as Receiver of  
Millennium Investment, Inc., et al.

GDL\la

Enc.