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FILED
May 19 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # S19799 (3)
1. Corporation Name
ORANGE GROVES, INC.



Principal Place of Business
13740 MUSTANG TRAIL
FT LAUDERDALE FL 33330
US

Mailing Address
P O BOX 551497
FT LAUDERDALE FL 33355
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country

9. Name and Address of Current Registered Agent

MCGLOTHIN, DENNIS J.
727 NE THIRD AVE
FT. LAUDERDALE FL 33304

10. Name and Address of New Registered Agent

81 Name
Deborah Bizzarro
82 Street Address (P.O. Box Number is Not Acceptable)
2929 E. Commercial Blvd.
83 Suite PH-C
84 City Ft. Lauderdale FL 85 Zip Code 33308

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 the person filing and the applicable

(NOTE: Registered Agent signature required when registering)

DATE

Elio A DiBiase

Deborah Bizzarro 4/23/98

12. OFFICERS AND DIRECTORS

TITLE
NAME D
DIBIASE, ELIO ANTHONY
STREET ADDRESS 13740 MUSTANG TRAIL
CITY-ST-ZIP FT LAUDERDALE FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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NAME
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CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

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 recorder 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.

SIGNATURE Elio A DiBiase

4/23/98 (954) 352-0006

CR2E034 (10/97)