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May 05, 1999 8:00 am
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 # S43306

1. Corporation Name
THE R.E.M. GROUP, INC.

Principal Place of Business

~~% MIGUEL M GONZALEZ ESO.
370 MINORCA AVE STE 5
CORAL GABLES FL 33134
US~~

Mailing Address

~~% MIGUEL M GONZALEZ ESO.
370 MINORCA AVE STE 5
CORAL GABLES FL 33134
US~~

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/03/1991

4. FEI Number

65-0252620

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

2. Principal Place of Business

21 601 BRICKELL KEY DRIVE

Suite, Apt. #, etc.

22 SUITE 705

City & State

23 MIAMI, FL

Zip

24 33131

Country

25 U.S.

2a. Mailing Address

26 601 BRICKELL KEY DRIVE

Suite, Apt. #, etc.

27 SUITE 705

City & State

28 MIAMI, FL

Zip

29 33131

Country

30 U.S.

9. Name and Address of Current Registered Agent

~~GONZALEZ, MIGUEL M.
370 MINORCA AVE
STE 5
CORAL GABLES FL 33134~~

10. Name and Address of New Registered Agent

81 Name
DE LA PENA, VILLANUEVA & BAJANDAS, LLP

82 Street Address (P.O. Box Number is Not Acceptable)
601 BRICKELL KEY DRIVE, SUITE 705

83

84 City
MIAMI

FL

85 Zip Code
33131

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

RICARDO BAJANDAS, PARTNER

4/28/99

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 DP DELETE

NAME MENENDEZ, GUILLERMO
STREET ADDRESS 370 MINORCA AVE., SUITE 5
CITY-ST-ZIP CORAL GABLES FL 33134

TITLE DS DELETE

NAME MENENDEZ, RUTH E
STREET ADDRESS 370 MINORCA AVE., SUITE 5
CITY-ST-ZIP CORAL GABLES FL 33134

TITLE DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

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

1.1 TITLE D/P Change Addition

1.2 NAME GUILLERMO MENENDEZ
1.3 STREET ADDRESS 601 BRICKELL KEY DRIVE, SUITE 705
1.4 CITY-ST-ZIP MIAMI, FL 33131

2.1 TITLE D/S Change Addition

2.2 NAME RUTH E. MENENDEZ
2.3 STREET ADDRESS 601 BRICKELL KEY DRIVE, SUITE 705
2.4 CITY-ST-ZIP MIAMI, FL 33131

3.1 TITLE S Change Addition

3.2 NAME RICARDO BAJANDAS
3.3 STREET ADDRESS 601 BRICKELL KEY DRIVE, SUITE 705
3.4 CITY-ST-ZIP MIAMI, FL 33131

4.1 TITLE Change Addition

4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

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 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:

RICARDO BAJANDAS

4/28/99

(305) 377-0809

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)