

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

CORPORATION  
ANNUAL REPORT  
1995



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

APPROVED  
AND  
FILED

95 APR 20 AM 11:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

DOCUMENT # **S63554** (7)

1. Corporation Name  
**PENTHOUSE INVESTMENT GROUP, INC.**

|   |   |
|---|---|
| Principal Place of Business                             | Mailing Address   |
| 2601 SO BAYSHORE DR<br>19TH FLR<br>MIAMI FL 33133<br>US | 2601 SO BAYSHORE DR<br>19 FLOOR<br>MIAMI FL 33133<br>US |

|  |  |
|--|--|
| 3. Date Incorporated or Qualified<br><b>06/24/1991</b> | 3a. Date of Last Report<br><b>04/14/1994</b> |
|--|--|

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21 Suits, Apt. #, etc.         | 26 Suits, Apt. #, etc. |
| 22 City & State                | 27 City & State        |
| 23 Zip                         | 28 Zip                 |
| 24 Country                     | 29 Country             |
| 25                             | 30                     |

|   |                                |
|---|--------------------------------|
| 4. FEI Number<br><b>65-0274701</b>  | Applied For<br>Not Applicable  |
| 5. Certificate of Status Desired <input type="checkbox"/>   | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>   | \$5.00 May Be Added to Fees    |
| 8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**TERREMARK CORPORATE AGENTS INC**  
2601 SO BAYSHORE DR  
19 FLOOR  
MIAMI FL 33133

|   |
|---|
| B1 Name<br><b>COBER CORPORATE AGENTS, INC.</b>  |
| B2 Street Address (P.O. Box Number is Not Acceptable)<br><b>2601 So. Bayshore Dr., 19th Fl.</b> |
| B3  |
| B4 City<br><b>Miami</b>   |
| B5 Zip Code<br><b>FL 33133</b>  |

11. Pursuant to the provisions of Sections 607.0502 and 607.0504, 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]* DATE **APRIL 7, 1995**

Signature, typed or printed name of registered agent and title if applicable: **MICHAEL A. BERKE, VICE PRESIDENT**

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                     |                                       |   |                                    |           |   |
|---------------------|---------------------------------------|---|------------------------------------|-----------|---|
| TITLE<br><b>DP</b>  | NAME<br><b>BERNSTEIN, RICHARD N.</b>  | STREET ADDRESS<br><b>2601 SO BAYSHORE DR 19 FLOOR</b> | CITY - ST - ZIP<br><b>MIAMI FL</b> | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br><b>DVP</b> | NAME<br><b>COHEN, JEFFREY MICHAEL</b> | STREET ADDRESS<br><b>2601 SO BAYSHORE DR 19 FLOOR</b> | CITY - ST - ZIP<br><b>MIAMI FL</b> | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br><b>DVP</b> | NAME<br><b>BRODIE, STEVEN J.</b>      | STREET ADDRESS<br><b>2601 SO BAYSHORE DR 19 FLOOR</b> | CITY - ST - ZIP<br><b>MIAMI FL</b> | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br><b>DT</b>  | NAME<br><b>BERKE, MICHAEL A.</b>      | STREET ADDRESS<br><b>2601 SO BAYSHORE DR 19 FLOOR</b> | CITY - ST - ZIP<br><b>MIAMI FL</b> | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br><b>DS</b>  | NAME<br><b>KONDELL, KAREN P.</b>      | STREET ADDRESS<br><b>2601 SO BAYSHORE DR 19 FLOOR</b> | CITY - ST - ZIP<br><b>MIAMI FL</b> | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE               | NAME                                  | STREET ADDRESS  | CITY - ST - ZIP                    | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE               | NAME                                  | STREET ADDRESS  | CITY - ST - ZIP                    | 7.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 amendment with an address.

SIGNATURE: *[Signature]*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
**RICHARD N. BERNSTEIN, PRESIDENT**

4/7/95 (305) 854-5900