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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Feb 10 1997 8:00 am
Secretary of State

DOCUMENT # S-71337

1. Corporation Name

THE JOINT VENTURE GROUP, INC.
4609B-3 N.W. 6th Street
Gainesville, FL 32609

Principal Place of Business

Mailing Address

9200 S. Dadeland Blvd. Suite 425
Miami, FL 33156

3. Date Incorporated or Qualified
8-5-91

3a. Date of Last Report
9-6-96

2. Principal Place of Business

21 4609B-3 N.W. 6th Street

Suite, Apt. #, etc.

22

City & State

23 Gainesville, FL 32609

Zip

24 32609

Country

25 U.S.A.

2a. Mailing Address

26 4609B-3 N.W. 6th Street

Suite, Apt. #, etc.

27

City & State

28 Gainesville, FL 32609

Zip

29 32609

Country

30 USA

4. FEI Number

59-3127946

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 has liability for intangible tax under s. 199.032,
Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

Larry H. Cheshire
4609B-3 N.W. 6th Street
Gainesville, FL 32609

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Larry H. Cheshire

(NOTE: Registered Agent signature required when reinstating)

Feb 7, 1997

12. OFFICERS AND DIRECTORS

TITLE D ☒ DELETE

NAME Larry H. Cheshire
STREET ADDRESS 4609B-3 N.W. 6th Street
CITY-ST-ZIP Gainesville, FL 32609

TITLE P,D,S ☒ DELETE

NAME David Birenbaum
STREET ADDRESS 9200 S. Dadeland Blvd. Suite 425
CITY-ST-ZIP Miami, FL 33156

TITLE S,D ☒ DELETE

NAME Sheryl Birenbaum
STREET ADDRESS 9200 S. Dadeland Blvd. Suite 425
CITY-ST-ZIP Miami, FL 33156

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

11 TITLE P,D ☒ Change ☐ Addition

12 NAME Larry H. Cheshire
13 STREET ADDRESS 4609B-3 N.W. 6th Street
14 CITY-ST-ZIP Gainesville, FL 32609

21 TITLE VP,D,S ☒ Change ☐ Addition

22 NAME The Marital Team of David Birenbaum and
23 STREET ADDRESS His Wife Sheryl Birenbaum
24 CITY-ST-ZIP 9200 S. Dadeland Blvd. #425 Miami, FL 33156

31 TITLE ☐ Change ☐ Addition

32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE ☐ Change ☐ Addition

42 NAME
43 STREET ADDRESS 400002083964--9
44 CITY-ST-ZIP -02/11/97--01142--004
****165.00 ****165.00

51 TITLE ☐ Change ☐ Addition

52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE ☐ Change ☐ Addition

62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

14. I do 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.

SIGNATURE:

Larry H. Cheshire, president

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Feb 7, 1997 375-2121

Daytime Phone

CR2E034 (9/96)

✓

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT
IN AND FOR DADE COUNTY, FLORIDA

DAVID BIRENBAUM, an individual,

Plaintiff,

CASE NO: 96-16763-CA-01

-vs-

LARRY H. CHESHIRE, an individual,
and THE JOINT VENTURE GROUP, INC.,
a Florida corporation,

Defendants.

ORDER ON PENDING MOTIONS

THIS MATTER came before the Court on October 3, 1996 on the Plaintiff's Motion for Appointment of Trustee or Receiver, Defendant CHESHIRE'S Motion to Dismiss Amended Complaint and Defendant THE JOINT VENTURE GROUP, INC.'s Motion to Transfer Venue and Motion to Dismiss Amended Complaint, and the Court having reviewed the file, considered the testimony and evidence presented, heard argument of counsel and being otherwise fully advised in the premises, the Court finds as follows:

A. At all times material hereto and at least until on or about August 20, 1996, the principal office and principal place of business of the Defendant, THE JOINT VENTURE GROUP, INC., have been located in Gainesville, Alachua County, Florida;

B. After the corporation was first established, from the time the Defendant CHESHIRE and the Plaintiff initially did business together as shareholders and directors of the corporate Defendant up to and including October 3, 1996, Defendant CHESHIRE

10-15-96

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owned (and now owns) fifty percent (50%) of the capital shares of the corporation, and the other fifty percent (50%) were (and are) jointly owned and held by DAVID BIRENBAUM and his wife, SHERYL BIRENBAUM;

C. After the corporation was first established, from the time the Defendant CHESHIRE and the Plaintiff DAVID BIRENBAUM initially did business together as shareholders and directors of the corporate Defendant up to and including October 3, 1996, the corporation had (and now has) only two (2) directors. One director was (and is) the Defendant CHESHIRE and the other director consisted (and consists) of the marital team of Plaintiff, DAVID BIRENBAUM, and his wife, SHERYL BIRENBAUM.

D. Proper venue for a judicial dissolution of a corporation is determined by §607.1431(1), Fla.Stat.

E. At all times material hereto Defendant CHESHIRE resided in Alachua County, Florida. It is therefore

ORDERED AND ADJUDGED that:

1. LARRY H. CHESHIRE and DAVID J. BIRENBAUM shall jointly execute and send to General Services Administration (hereinafter "GSA") written instructions that, until other jointly executed written instructions are received by GSA, or until further order of this Court, all rental payments from GSA to the corporation shall be mailed or deposited directly by GSA to the corporation's bank

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for deposit into the corporation's checking account, and shall contemporaneously therewith provide to GSA a copy of this Order;

2. The bank at which the corporation presently maintains its checking account shall deposit the GSA checks to the corporation's bank account when presented for deposit, even if a GSA check is not properly endorsed;

3. Any party who now has or later acquires any checks either for rent received from the GSA or any other corporate income will immediately deposit same to the corporate bank account.

4. The Plaintiff and the Defendant CHESHIRE shall in a timely manner each month co-sign checks to properly and appropriately pay the corporation's regularly occurring monthly expenses for cleaning and cleaning supplies, lawn maintenance, utilities, insurance and principal and interest payments on the first mortgage to SunTrust encumbering the corporation's property, as has been done regularly and continuously for the past several years.

5. Disbursement of any other sums of money from corporate bank accounts of THE JOINT VENTURE GROUP, INC. will continue to be permitted only upon written payment instructions given to the bank executed by both LARRY H. CHESHIRE and DAVID J. BIRENBAUM, or upon order of this Court.

6. LARRY H. CHESHIRE and DAVID J. BIRENBAUM shall jointly immediately furnish a copy of this Order to all banks holding

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deposits for the benefit of THE JOINT VENTURE GROUP, INC.

7. The Defendant CHESHIRE's Motion to Dismiss Amended Complaint (No. 3) relating to improper venue regarding claims against said Defendant individually shall be treated as a motion to abate and transfer venue to Alachua County, Florida, and is hereby GRANTED.

8. The Defendant CHESHIRE's Motion to Dismiss Amended Complaint (No. 4) relating to improper venue regarding judicial dissolution of the corporate Defendant shall be treated as a motion to abate and transfer venue to Alachua County, Florida, and is hereby GRANTED.

9. The Defendant THE JOINT VENTURE GROUP, INC.'s Motion to Transfer Venue to Alachua County, Florida, is hereby GRANTED.

10. The foregoing portions of this Order which relate to the transfer of venue shall be and are hereby stayed to permit an appeal on that issue by the Plaintiff.

11. The Court reserves ruling on all other pending motions.

DONE AND ORDERED in Chambers in Miami, Dade County, Florida
this 15 day of October, 1996.

PAUL SIEGEL
CIRCUIT JUDGE

PAUL SIEGEL, Circuit Judge