

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON THE EIGHTH AUGUST 8, 1999.
AMOUNT DUE ON OR BEFORE 8/7/98: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375)

PROFIT
CORPORATION
ANNUAL REPORT



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

DOCUMENT # 124453
1. Corporation Name SPECIAL ASSETS PORTFOLIO, INC.

Principal Place of Business Mailing Address
P.O. BOX 9743 same
Ft. Lauderdale, FL 33310

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	<u>3/27/92</u>	<u>08/09/96</u>
22 City & State	27 City & State	4. FEI Number	Applied For
23 Zip	28 Zip	<u>65-0328178</u>	<input type="checkbox"/> Not Applicable
24 Country	30 Country	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 type="checkbox"/> No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

Barry J. Kaplan
9853 N.W. 14th Ct.
Coral Springs, FL 33065

[REDACTED]
[REDACTED]
[REDACTED]
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.1 NAME
	<u>Benjamin L. Herschel</u>		<u>Benjamin L. Herschel</u>
STREET ADDRESS	<u>P.O. Box 9743, Ft. Lauderdale, FL</u>	1.2 NAME	<u>7320 Ardora Place</u>
CITY-ST-ZIP		1.3 CITY-ST-ZIP	<u>Boca Raton, FL 33433</u>
TITLE	NAME	2.1 TITLE	2.1 NAME
	<u>Barry J. Kaplan</u>		<u>Barry J. Kaplan</u>
STREET ADDRESS	<u>P.O. Box 9743</u>	2.2 NAME	<u>9853 N.W. 14th Ct.</u>
CITY-ST-ZIP	<u>Ft. Lauderdale, FL 33310</u>	2.3 CITY-ST-ZIP	<u>Coral Springs, FL 33065</u>
TITLE	NAME	3.1 TITLE	3.1 NAME
STREET ADDRESS		3.2 NAME	
CITY-ST-ZIP		3.3 STREET ADDRESS	
TITLE	NAME	3.4 CITY-ST-ZIP	
STREET ADDRESS		4.1 TITLE	
CITY-ST-ZIP		4.2 NAME	
TITLE	NAME	4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
STREET ADDRESS		5.1 TITLE	
CITY-ST-ZIP		5.2 NAME	
TITLE	NAME	5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
STREET ADDRESS		6.1 TITLE	
CITY-ST-ZIP		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	

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 attachment with an address.

SIGNATURE: [Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 4/10/97 Daytime Phone #: (561) 393-8151

FILED
May 20 1997 8:00am
Secretary of State

CR2E034 (3/95)