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**May 01 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # V61501 (5)

1. Corporation Name
CASH FLOW MANAGEMENT GROUP, INC.



Principal Place of Business
**12333 NW 18TH ST
SUITE 3
PEMBROKE PINES FL 33026
US**

Mailing Address
**12333 NW 18TH ST
SUITE 3
PEMBROKE PINES FL 33026-4386
US**

3. Date Incorporated or Qualified 09/03/1992	3a. Date of Last Report 04/23/1996
4. FEI Number 65-0357619	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent SCHNITZER, ARTHUR W. 1621 PALMETTO LANE PEMBROKE PINES FL 33026		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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.4 TITLE	1.4 NAME
PD	SCHNITZER, ARTHUR	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
	1621 PALMETTO LN	1.8 STREET ADDRESS	
	PEMBROKE PINES FL	1.4 CITY - ST - ZIP	
<input type="checkbox"/> DELETE		2.4 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		2.2 NAME	
<input type="checkbox"/> DELETE		2.6 STREET ADDRESS	
		2.4 CITY - ST - ZIP	
<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.2 NAME	
<input type="checkbox"/> DELETE		3.3 STREET ADDRESS	
		3.4 CITY - ST - ZIP	
<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.2 NAME	
<input type="checkbox"/> DELETE		4.3 STREET ADDRESS	
		4.4 CITY - ST - ZIP	
<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.2 NAME	
<input type="checkbox"/> DELETE		5.3 STREET ADDRESS	
		5.4 CITY - ST - ZIP	
<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME	
<input type="checkbox"/> DELETE		6.3 STREET ADDRESS	
		6.4 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 _____ DATE **4/25/97**

CR2E034 (9/96)