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**Mar 27 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 # P95000039925 (9)

1. Corporation Name
SPECIAL FINANCE, INC.



Principal Place of Business
**500 CYPRESS CREEK RD W
SUITE 590
FT LAUDERDALE FL 33309**

Mailing Address
**PO BOX 8367
FT LAUDERDALE FL 33310-8367**

3. Date Incorporated or Qualified **05/19/1995** 3a. Date of Last Report **03/18/1996**

4. FEI Number **APPLIED FOR** Applied For Not Applicable
65-0648749

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

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip 28 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent
**EMO CORPORATE SERVICES, INC.
100 NE 3 AVE
SUITE 1100
FT LAUDERDALE FL 33301**

10. Name and Address of New Registered Agent

81 Name **Mercedes Padin, Esq.**

82 Street Address (P.O. Box Number is Not Acceptable)
500 Cypress Creek Road West, Ste 590

83

84 City **Ft. Lauderdale** FL 85 Zip Code **33309**

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, 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 *Mercedes Padin* **Mercedes Padin** 3/10/97
Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

1.1 TITLE DELETE
NAME **CD BARTOLINI, ROBERT R**
STREET ADDRESS **500 CYPRESS CREEK RD., STE 590**
CITY-ST-ZIP **FT LAUDERDALE FL 33309**

2.1 TITLE DELETE
NAME **RD EXEC VP/SECY/DIR SCHAEFFER, JOHN T** (X) Change
STREET ADDRESS **500 CYPRESS CREEK RD., STE 590**
CITY-ST-ZIP **FT LAUDERDALE FL 33309**

3.1 TITLE DELETE
NAME **VPAS TRES & ASST.SECY. CARLSON, ROBERT J** (X) Change
STREET ADDRESS **500 CYPRESS CREEK RD., STE 590**
CITY-ST-ZIP **FT LAUDERDALE FL 33309**

4.1 TITLE DELETE
NAME **VPT LAVIGNE, DENNIS R**
STREET ADDRESS **500 CYPRESS CREEK RD., STE 590**
CITY-ST-ZIP **FT LAUDERDALE FL 33309**

5.1 TITLE DELETE
NAME **S WOODSIDE, JOANN**
STREET ADDRESS **500 CYPRESS CREEK RD., STE 590**
CITY-ST-ZIP **FT LAUDERDALE FL 33309**

6.1 TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
NAME **CEO SILVESTRI, SR., LEONARD**
1.2 NAME
1.3 STREET ADDRESS **600 Corporate Dr Ste 600**
1.4 CITY-ST-ZIP **Pt. Lauderdale, FL 33334** Change Addition

2.1 TITLE Change Addition
NAME **President SILVESTRI, JR., LEONARD**
2.2 NAME
2.3 STREET ADDRESS **600 Corporate Dr Ste 600**
2.4 CITY-ST-ZIP **Pt. Lauderdale, FL 33334** Change Addition

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP Change Addition

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP Change Addition

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP Change Addition

6.1 TITLE Change Addition

6.2 NAME

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: *Robert J. Carlson* **Robert J. Carlson** 3/10/97 954-958-3612
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)