

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

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APPROVED AND FILED

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STATE OF FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # P95000639925
 1. Corporation Name
 SPECIAL FINANCE, INC.

Principal Place of Business Mailing Address
 500 CYPRESS CREEK ROAD WEST SUITE 590 FT. LAUDERDALE, FL 33309 SAME

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 65-0648749 Applied For Not Applied To
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified 5-19-95
 5. Certificate of Status Desired [X] \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution [X] \$5.00 May Be Added to Fees
 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. [] Yes [X] No

8. Name and Address of Current Registered Agent
 MERCEDES PADIN, CSR.
 500 CYPRESS CREEK ROAD WEST SUITE 590 FT. LAUDERDALE, FLORIDA 33309

10. Name and Address of New Registered Agent
 81 Name R. H. NEWTON JONES, ESQ.
 82 Street Address (P.O. Box Number is Not Acceptable) 500 CYPRESS CREEK ROAD WEST
 83 SUITE 590
 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 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 R. H. Newton Jones (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 SCC 10-15-98 ****952.50 ****158.75

14. I 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 person 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] Date: 10/7/98 (954) 958-3673
 SPECIAL AGENT VICE PRESIDENT - FINANCE

