

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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**Apr 08 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F62601 (2)
 1. Corporation Name
USSOUTH HOLDING CORP.



Principal Place of Business 2071 MAIN STREET SARASOTA FL 34237 US	Mailing Address 2071 MAIN STREET SARASOTA FL 34237-6038 US
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3. Date Incorporated or Qualified 01/11/1982	3a. Date of Last Report 02/29/1996
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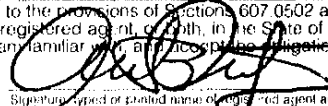
2. Principal Place of Business 21 8482 S. Tamiami Trail	2a. Mailing Address 26 8482 S. Tamiami Trail
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State 23 Sarasota Florida	27 City & State 28 Sarasota, Florida
Zip 24 34238	Country 25 Sarasota
Country 29 34238	Country 30 Sarasota

4. FEI Number 59-2153397	Applied For <input type="checkbox"/> 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	

9. Name and Address of Current Registered Agent
**WEITZNER, ARTHUR S
2071 MAIN STREET
SARASOTA FL 34237**

10. Name and Address of New Registered Agent
 81 Name
Weitzner, Arthur S.
 82 Street Address (P.O. Box Number is Not Acceptable)
8482 S. Tamiami Trail
 83
 84 City
Sarasota **FL** 85 Zip Code
34238

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 of faith, 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 I accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE  **Arthur S. Weitzner** DATE **2/11/97**
(NOTE: Registered Agent Signature Required When Reinstalling)

12. OFFICERS AND DIRECTORS

TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	WEITZNER, BRIGITTE	
STREET ADDRESS	2071 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	WEITZNER, ARTHUR S	
STREET ADDRESS	2071 MAIN STREET	
CITY-ST-ZIP	SARASOTA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Weitzner, Brigitte	
1.3 STREET ADDRESS	8482 S. Tamiami Trail	
1.4 CITY-ST-ZIP	Sarasota, FL 34238	
2.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Weitzner, Arthur S.	
2.3 STREET ADDRESS	8482 S. Tamiami Trail	
2.4 CITY-ST-ZIP	Sarasota, FL 34238	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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:  **Arthur S. Weitzner** (941) 918-0998
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)