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Secretary of State

03-24-1999 90006 048 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F62601

1. Corporation Name
USSOUTH HOLDING CORP.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
~~8482 S TAMAMI TR~~
 SARASOTA FL 34238
 US

Mailing Address
~~8482 S TAMAMI TR~~
 SARASOTA FL 34238
 US

3. Date Incorporated or Qualified
01/11/1982

2. Principal Place of Business
 21 **410 E. MACEWEN OR**

2a. Mailing Address
 26 **P.O. Box 1046**

4. FEI Number
59-2153397

Applied For
 - Not Applicable

22 Suite, Apt. #, etc.

23 City & State
OSPREY, FL. USA

27 Suite, Apt. #, etc.

28 City & State
OSPREY FL

5. Certificate of Status Desired **\$8.75** Additional Fee Required

24 Zip **34229** 25 Country **USA**

29 Zip **34229** 30 Country **USA**

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
WEITZNER, ARTHUR S
8482 S TAMAMI TR
SARASOTA FL 34238

10. Name and Address of New Registered Agent
 81 Name **WEITZNER, ARTHUR S**
 82 Street Address (P.O. Box Number is Not Acceptable) **410 E. MACEWEN DR.**
 83
 84 City **OSPREY** FL 85 Zip Code **34229**

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	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEITZNER, BRIGITTE	1.2 NAME	WEITZNER, BRIGITTE
STREET ADDRESS	8482 S TAMAMI TR	1.3 STREET ADDRESS	410 E. MACEWEN DR.
CITY-ST-ZIP	SARASOTA FL	1.4 CITY-ST-ZIP	OSPREY, FL 34229
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEITZNER, ARTHUR S	2.2 NAME	WEITZNER, ARTHUR S
STREET ADDRESS	8482 S TAMAMI TR	2.3 STREET ADDRESS	410 E. MACEWEN DR.
CITY-ST-ZIP	SARASOTA FL	2.4 CITY-ST-ZIP	OSPREY, FL 34229
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 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, with all other like empowered.

SIGNATURE: **REQUIRED** Date **3/22/99** (SAA) 918-0998 Daytime Phone #

CR2E034 (1/98)