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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000001205

1. Corporation Name
USA GROUP GUARANTEE SERVICES, INC.

Principal Place of Business 30 SOUTH MERIDIAN ST. INDIANAPOLIS IN 46204 US	Mailing Address 30 SOUTH MERIDIAN ST INDIANAPOLIS IN 46204 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/08/1996
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number 35-1853518
23 City & State	28 City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 Zip 46204-3503 25 Country	29 Zip 46204-3503 30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 - May Be Added to Fees

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	EVPD	<input type="checkbox"/> DELETE
NAME	LINTZENICH, JAMES C	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	LINTZENICH, JAMES C	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BROWN, STEVEN M	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	PCED	<input checked="" type="checkbox"/> DELETE
NAME	POLLACK, EDWARD E	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	SDPV	<input type="checkbox"/> DELETE
NAME	SCHMIDT, EDWARD R	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	
TITLE	SVPT	<input type="checkbox"/> DELETE
NAME	MAAS, J. DAVID	
STREET ADDRESS	30 SOUTH MERIDIAN ST	
CITY-ST-ZIP	INDIANAPOLIS IN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C/P/CEO/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP	46204-3503	
2.1 TITLE	EVP/COO/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CARL C. DALSTROM	
2.3 STREET ADDRESS	30 SOUTH MERIDIAN ST.	
2.4 CITY-ST-ZIP	INDIANAPOLIS, IN 46204-3503	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP	46204-3503	
4.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	ROBERT J. GREENES, JR.	
4.3 STREET ADDRESS	30 SOUTH MERIDIAN ST.	
4.4 CITY-ST-ZIP	INDIANAPOLIS, IN 46204-3503	
5.1 TITLE	EVP/GC/S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP	46204-3503	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP	46204-3503	

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 617, 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: [Signature] Date: 1/25/99 Daytime Phone #: 317/951-5533

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: STEVEN M. BROWN, ASSISTANT SECRETARY

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