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FILED

**Feb 17 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 # F96000004524 (2)

1. Corporation Name
USI INVESTMENTS, INC.



Principal Place of Business
**C/O BV CAPITAL MARKETS, INC.
575 5TH AVE., 17TH FLOOR
NEW YORK NY 10017**

Mailing Address
**C/O BV CAPITAL MARKETS, INC.
575 5TH AVE., 17TH FLOOR
NEW YORK NY 10017-2422**

3. Date Incorporated or Qualified **09/04/1996** 3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt #, etc. 26 Suite, Apt #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

4. FEI Number **APPLIED FOR 133908041** Applied For Not Applicable
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

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

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	GEORG, DIETMAR	
STREET ADDRESS	575 5TH AVE., 17TH FLOOR	
CITY - ST - ZIP	NEW YORK NY	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	WURM, JEAN-BERNARD	
STREET ADDRESS	575 5TH AVE., 17TH FLOOR	
CITY - ST - ZIP	NEW YORK NY	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	DOMBROWSKI, ACHIM	
STREET ADDRESS	ALTER WALL 22, 20457 HAMBURG	
CITY - ST - ZIP	FEDERAL REPUBLIC OF GERMANY	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CUMMINGS JR, F G	
STREET ADDRESS	414 UNION STREET, STE 1600	
CITY - ST - ZIP	NASHVILLE TN	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
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: **D. Georg** SIGNATURE OF **Dietmar Georg, President** 1/28/97 212808 9090
DATE: _____ DAYTIME PHONE # _____

CR2E034 (9/96)