

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

FILED

**Feb 18 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000004524 (2)
1. Corporation Name
USI INVESTMENTS, INC.



Principal Place of Business C/O BV CAPITAL MARKETS, INC. 575 5TH AVE., 17TH FLOR NEW YORK NY 10017	Mailing Address C/O BV CAPITAL MARKETS, INC. 575 5TH AVE., 17TH FLOR NEW YORK NY 10017
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 150 E. 42 STREET Suite, Apt. #, etc.	2a. Mailing Address 26 150 E. 42nd STR. Suite, Apt. #, etc.
22 City & State 23 NEW YORK NY	27 City & State 28 NEW YORK NY
24 Zip 10017 25 Country USA	29 Zip 10017 30 Country USA

3. Date Incorporated or Qualified 09/04/1996	
4. FEI Number 13-3908041	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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	PCD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GEORG, DIETMAR	
1.3 STREET ADDRESS	150 E. 42 STREET	
1.4 CITY-ST-ZIP	NEW YORK NY 10017	
2.1 TITLE	VTD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	WURM, JEAN-BERNARD	
2.3 STREET ADDRESS	150 E. 42 STREET	
2.4 CITY-ST-ZIP	NEW YORK NY 10017	
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 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 _____ DATE _____

CR2E034 (10/97)