

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

FILED
May 13, 1999 8:00 am
Secretary of State

05-13-1999 90014 001 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F96000004524
 1. Corporation Name
 USI Investments, Inc.

Principal Place of Business Mailing Address
 c/o HVB Capital Markets, Inc. Advisory
 150 E. 42nd Street, Real Estate Group
 New York, NY 10017

21	2a	26
Principal Place of Business	Mailing Address	
150 E. 42nd St.	150 E. 42nd St.	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	
31st FLR	31st FLR	
City & State	City & State	
New York, NY	New York, NY	
Zip	Country	Zip
10017	USA	10017
25	29	30

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 9/4/1996

4. FEI Number
 13-3905041

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
 CT Corporation System
 1200 South Pine Island Rd.
 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
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	150 E. 42nd Street	
CITY-ST-ZIP	New York, NY 10017	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	Wurm, Jean-Bernard	
STREET ADDRESS	150 E. 42nd St.	
CITY-ST-ZIP	New York NY 10017	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	Dambrowski, Achim	
STREET ADDRESS	Alter Wall, 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 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: _____ Date: 4/28/99 Daytime Phone #: 212 672-6000

CR2E034 (11/98)