

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

FILED
Mar 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
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DOCUMENT # H31600 (0)

1. Corporation Name
UCS, INC.



Principal Place of Business 2005 NW 62ND STREET SUITE # 1 FT. LAUDERDALE FL 33309	Mailing Address 2005 NW 62ND STREET SUITE # 1 FT. LAUDERDALE FL 33309-1857
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 Suite 100 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 Suite 100 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 11/28/1984	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2486196	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

RAMOS, DANIA
20201 NW 7TH STREET
PEMBROKE PINES FL 33029

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	PD	<input type="checkbox"/> DELETE
NAME	RAMOS, O. F.	
STREET ADDRESS	14020 CARLTON DRIVE	
CITY-ST-ZIP	DAVIE FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	NORTH, WILLIAM KNOX	
STREET ADDRESS	2190 N.W. 82ND TERRACE	
CITY-ST-ZIP	SUNRISE FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	RAMOS, DANIA	
STREET ADDRESS	20201 NW 7TH STREET	
CITY-ST-ZIP	PEMBROKE PINES FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	Nelson, Robert W.	
STREET ADDRESS	1310 NE 27 Way	
CITY-ST-ZIP	Pompano Beach, FL 33062	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	T/V
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	V Nelson, Robert W.
4.3 STREET ADDRESS	1310 NE 27 Way
4.4 CITY-ST-ZIP	Pompano Beach, FL 33062
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: *Dania Ramos* **Dania Ramos** 3/14/97 (954) 711-9111

CR2E034 (9/96)

UCS, INC.

Written Consent of Sole Director

The undersigned, being the sole director of UCS, INC. (the "Corporation"), hereby consents to the adoption of the following resolutions effective as of December 19, 1996:

Recitals

A. The Articles of Restatement setting forth the Amended and Restated Articles of Incorporation of the Corporation were filed on December 16, 1996.

B. The sole director of the Corporation desires to effect the provisions of the Amended and Restated Articles of Incorporation relating to the Corporation's Common Stock and to the election of officers by adopting the following resolutions.

Resolutions

RESOLVED that the Corporation's Board of Directors shall consist of one director.

RESOLVED that the following persons are elected to the office of the Corporation set forth opposite their names, to serve until their respective successors are elected and qualified or until their earlier resignation and removal from office:

Name

Office

O. F. Ramos
William Knox North
Robert W. Nelson
Dania Ramos

P = President
V/S = Vice President and Secretary
V = Vice President
V/T/S = Vice President, Treasurer and Assistant Secretary

RESOLVED that, subject to approval by the shareholders, each share of the Corporation's Common Stock, par value \$1.00 per share, is converted into 22,000 shares of the Corporation's Class A Common Stock, par value \$.001 per share.

RESOLVED that all prior actions taken by the officers on behalf of the Corporation relating to these resolutions are ratified in all respects.


O. F. Ramos