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May 12 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 # M42514 (3)
1. Corporation Name
NETWORKS-U.S.A. II, INCORPORATED



Principal Place of Business: 2005 NE 121 RD. N. MIAMI FL 33181 US
Mailing Address: PO BOX 610086 N. MIAMI FL 33261-0086

3. Date Incorporated or Qualified: 12/02/1986
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-2742847
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: [X] Yes [] No

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

9. Name and Address of Current Registered Agent
FELDMAN, JEROME
2005 NE 121 RD.
N. MIAMI FL 33181

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: _____

Table with 3 columns: Title, Name, Street Address, City-St-Zip. Rows for PD FELDMAN, JEROME; AS FELDMAN, JASON; AT FELDMAN, MICHAEL.

Table with 3 columns: Title, Name, Street Address, City-St-Zip. Rows for ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.

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 on an attachment with an address.

SIGNATURE: [Signature] Jerome Feldman 4/30/97 891-7000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)