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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 # M42515 (0)
1. Corporation Name
NETWORKS-U.S.A. III, INCORPORATED



Principal Place of Business: 2005 NE 121 RD. N. MIAMI FL 33181 US
Mailing Address: PO BOX 610096 N. MIAMI FL 33261-0096

3. Date Incorporated or Qualified: 12/02/1986
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-2744038
Applied For: Not Applicable
6. 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

2. Principal Place of Business (21-23)
2a. Mailing Address (24-26)
22. Suite, Apt. #, etc. (27)
23. City & State (28)
24. Zip (29)
25. 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
85. Zip Code (FL)

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: _____ DATE: _____
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP FELDMAN, JEROME 2005 NE 121 RD. N. MIAMI FL 33181	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	T FELDMAN, MICHAEL 2005 NE 121 RD. N. MIAMI FL 33181	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S FELDMAN, JASON 2005 NE 121 RD. N. MIAMI FL 33181	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: [Signature] JEROME FELDMAN
Date: 4/30/97 Daytime Phone #: 895-7000

CR2E034 (9/96)