

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

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Mar 02, 1999 8:00 am
Secretary of State

03-02-1999 90151 003 ***750.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # M55413

1. Corporation Name
CARNIVAL U.S.A. AMUSEMENT AND FOOD CENTER, INC.

Principal Place of Business 3015 NW 79 STR 200 SE FIRST ST., 12TH FLOOR MIAMI FL 33147 US	Mailing Address 3015 NW 79 STR MIAMI FL 33147 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3015 NW 79 STREET Suite, Apt. #, etc. 22 2ND FLOOR City & State 23 MIAMI, FL Zip 24 33147 Country 25 USA	2a. Mailing Address 26 3015 NW 79 STREET Suite, Apt. #, etc. 27 2ND FLOOR City & State 28 MIAMI, FL Zip 29 33147 Country 30 USA
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3. Date Incorporated or Qualified 07/13/1987	4. FEI Number 65-0034347	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

STUDNIK, ERIC
3015 NW 79TH STREET
MIAMI FL 33147

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	3015 NW 79 STREET
83	2ND FLOOR
84 City	MIAMI, FL
85 Zip Code	33147

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 _____

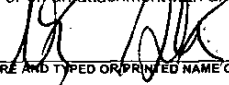
12. OFFICERS AND DIRECTORS

TITLE	PVD	<input type="checkbox"/> DELETE
NAME	STUDNIK, ETTIE	
STREET ADDRESS	3079 N.W. 79TH ST - 2nd FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	STUDNIK, NEIL	
STREET ADDRESS	3079 N.W. 79TH ST - 2nd FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 in an attachment with an address, with all other like empowered.

SIGNATURE:  **ETTIE STUDNIK** 1-26-99 305-836-3677
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRZE034 (11/98)