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FILED
Feb 27 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 # P04681 (3)

1. Corporation Name
ECONOCOM-USA, INC.



Principal Place of Business Mailing Address
965 RIDGE LAKE BLVD. SUITE 207 MEMPHIS TN 38120 US

3. Date Incorporated or Qualified **01/17/1985** 3a. Date of Last Report **04/16/1996**

2. Principal Place of Business 2a. Mailing Address 4. FEI Number **62-0937350** Applied For Not Applicable
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30
 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 Yes No

9. Name and Address of Current Registered Agent **CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD 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 **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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COB <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOUCHARD, JEAN-LOUIS	1.2 NAME	
STREET ADDRESS	12 AVENUE BOSQUET	1.3 STREET ADDRESS	
CITY - ST - ZIP	75007 PARIS, FRANCE	1.4 CITY - ST - ZIP	
TITLE	C <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	THOMAS, KEVIN	2.2 NAME	
STREET ADDRESS	7421 RICHMOND	2.3 STREET ADDRESS	
CITY - ST - ZIP	MEMPHIS TN	2.4 CITY - ST - ZIP	
TITLE	P <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DRAKE, MICHAEL	3.2 NAME	P/CEO DRAKE, MICHAEL
STREET ADDRESS	3548 KENWOOD	3.3 STREET ADDRESS	7074 MAJOR WOODS CT.
CITY - ST - ZIP	MEMPHIS TN	3.4 CITY - ST - ZIP	GERMANTOWN, TN
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANSKY, MITCHELL I	4.2 NAME	
STREET ADDRESS	1683 BRYN MAWR COVE	4.3 STREET ADDRESS	
CITY - ST - ZIP	MEMPHIS TN	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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, unchanged, or on an attachment with an address.

SIGNATURE: *Kevin Thomas* **1 CFO KEVIN THOMAS 2/19/97 (901) 685-0021**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ DATE _____ DAYTIME PHONE # _____

CR2E034 (9/96)