

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

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P40261 (0)

1. Corporation Name
LADBROKE HOTELS U.S.A. CORPORATION



Principal Place of Business 901 PONCE DE LEON BLVD 7TH FLOOR CORAL GABLES FL 33134 US	Mailing Address 901 PONCE DE LEON BLVD 7TH FLOOR CORAL GABLES FL 33134 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 08/28/1992	4. FEI Number 13-3435886	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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**UNITED CORPORATE SERVICES, INC.
 801 NORTHEAST 167TH ST., SUITE 300
 NORTH MIAMI BEACH FL 33162**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0507 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	P	<input type="checkbox"/> DELETE
NAME	JARVIS, DAVID	
STREET ADDRESS	MAPLE CT. CENTRAL PARK, REED CRESCENT	
CITY-ST-ZIP	WATFORD HE	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WALLACE, BRIAN	
STREET ADDRESS	MAPLE CT. CENTRAL PARK, REEDS CRESCENT	
CITY-ST-ZIP	WATFORD HE	
TITLE	VPT	<input type="checkbox"/> DELETE
NAME	FRIEDMAN, HWARD	
STREET ADDRESS	901 PONCE DE LEON BLVD 7TH FLOOR	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	LIERMAN, PAUL	
STREET ADDRESS	901 PONCE DE LEON BLVD., SUITE 202	
CITY-ST-ZIP	CORAL GABLES FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CHESTER, GEOFFREY	
STREET ADDRESS	MAPLE CT. CENTRAL PARK, REEDS CRESCENT	
CITY-ST-ZIP	WATFORD HE	
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	Howard Friedman
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	7th Floor
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; that I am 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: Paul Lierman 4/13/98 305-444-6811

CR2E034 (10/97)