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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P94000065218**

1. Corporation Name
WORCESTER ENTERPRISES USA, INC.



Principal Place of Business Mailing Address
 ONE S.E. 3RD AVE. ONE S.E. 3RD AVE.
 SUITE 1400 SUITE 1400
 MIAMI FL 33131 MIAMI FL 33131

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 *Suite 2130* 27 *Suite 2130*
 23 City & State 28 City & State
 24 Zip 25 Country 29 Zip 30 Country

3. Date Incorporated or Qualified
09/02/1994
 4. FEI Number Applied For
65-0518009 Not Applicable
 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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
COPROLITE CORPORATION
ONE S.E. 3RD AVE.
SUITE 1400-A
MIAMI FL 33131

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83 *Suite 2130*
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	BULMAN, MIKHAIL
STREET ADDRESS	18 WYNFORD DRIVE UNIT 403
CITY-ST-ZIP	NORTH YORK ONTARIO CA
TITLE	D <input type="checkbox"/> DELETE
NAME	BULMAN, MARINA
STREET ADDRESS	18 WYNFORD DRIVE UNIT 403
CITY-ST-ZIP	NORTH YORK ONTARIO CA
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 and the reporter 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 appointment with an address, with all other like empowerments.

SIGNATURE: *[Signature]* Date: **3/12/99** Daytime Phone #: **(305) 377-9353**

CR2E034 (1.1/98)