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Jun 02 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 # P95000045294 (2)
1. Corporation Name
U.S. MEDICAL DISTRIBUTORS, INC.



Principal Place of Business: 6640 PHILIPS HWY, 24, JACKSONVILLE FL 32256, US
Mailing Address: 6640 PHILIPS HWY, 24, JACKSONVILLE FL 32256-1209, US

2. Principal Place of Business (21-24) and Mailing Address (25-28) fields with sub-sections for Suite, City & State, Zip, and Country.

3. Date Incorporated or Qualified: 06/02/1995
3a. Date of Last Report: 04/30/1996
4. FEI Number: 59-3322740
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: ELEFANT, FRED, 1650 PRUDENTIAL DRIVE, SUITE 105, JACKSONVILLE FL 32207

10. Name and Address of New Registered Agent (81-85) fields: Name, Street Address, City, State (FL), 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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent's signature required when installing.) DATE:

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	KRAEMER, MARK	
STREET ADDRESS	2795 VIA BAYA LANE	
CITY-ST-ZIP	JACKSONVILLE FL 32223	
TITLE	D	DELETE
NAME	EDWARDS, ROBERT J JR	
STREET ADDRESS	7855 COURTYARD RUN W	
CITY-ST-ZIP	BOCA RATON FL 33433	
TITLE	STEVE WESTON	DELETE
NAME	STEVE WESTON	
STREET ADDRESS	2486 COMFORT	
CITY-ST-ZIP	W. BLOOMFIELD, MI 48323	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME	Steve WESTON	TREASURER
3.3 STREET ADDRESS	2486 COMFORT	
3.4 CITY-ST-ZIP	W. BLOOMFIELD, MI 48323	
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME	200002208612	
5.3 STREET ADDRESS	-06/11/97--01052--016	
5.4 CITY-ST-ZIP	***165.00	
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
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)(j), 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] DATE: 6/30/97

CR2E034 (9/96)