

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000060067 (2)

1. Corporation Name
U.S. PROJECTS, INC.



Principal Place of Business: 20930 NE 24 CT N MIAMI BEACH FL 33180
 Mailing Address: 20930 NE 24 CT N MIAMI BEACH FL 33180

3. Date Incorporated or Qualified: 08/03/1995
 3a. Date of Last Report: [Blank]
 4. FEI Number: 65-0601035
 Applied For: [Blank] Not Applicable
 5. Certificate of Status Desired: [Blank] \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: [Blank] \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible taxes under s. 199.032 Florida Statutes: Yes [Blank] No [X]

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

9. Name and Address of Current Registered Agent
VALENTIK, VYACHESLAV
20930 NE 24 CT
N MIAMI BEACH FL 33180

10. Name and Address of New Registered Agent
 81 Name: [Blank]
 82 Street Address (P.O. Box Number is Not Acceptable): [Blank]
 83 [Blank]
 84 City: [Blank] FL 85 Zip Code: [Blank]

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] Signature typed or printed name of registered agent and title (if applicable) (NOTE: Registered Agent's signature required when re-registering) (DATE)

12. OFFICERS AND DIRECTORS

TITLE	D/P	DELETE
NAME	VALENTIK, VYACHESLAV	
STREET ADDRESS	20930 NE 24 CT	
CITY - ST - ZIP	N MIAMI BEACH FL 33180	
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

11 TITLE	Change	Addition
12 NAME		
13 STREET ADDRESS		
14 CITY - ST - ZIP		
21 TITLE	Change	Addition
22 NAME		
23 STREET ADDRESS		
24 CITY - ST - ZIP		
31 TITLE	Change	Addition
32 NAME		
33 STREET ADDRESS		
34 CITY - ST - ZIP		
41 TITLE	Change	Addition
42 NAME		
43 STREET ADDRESS		
44 CITY - ST - ZIP		
51 TITLE	Change	Addition
52 NAME		
53 STREET ADDRESS		
54 CITY - ST - ZIP		
61 TITLE	Change	Addition
62 NAME		
63 STREET ADDRESS		
64 CITY - ST - ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

060696 991-8348

CR2E034 (3/96)