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**Apr 18 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 # P95000062330 (2)

1. Corporation Name
BILTONG USA, INC.



Principal Place of Business: **1100 PARK CENTRAL BLVD. SOUTH STE 1700 POMPANO BEACH FL 33084**
Mailing Address: **1100 PARK CENTRAL BLVD. SOUTH STE 1700 POMPANO BEACH FL 33084-2255**

3. Date Incorporated or Qualified: **08/10/1995**
3a. Date of Last Report: **04/18/1996**

21. Principal Place of Business Charlotte Suite, Apt. #, etc.	22. City & State Charlotte NC Zip: 28226 Country	2a. Mailing Address 7321 Wilmington CIRC. Suite, Apt. #, etc.	26. City & State Charlotte-NC- Zip: 28226 Country	4. FEI Number 65-0603982 Applied For: <input type="checkbox"/> Not Applicable	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
23. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

JOUBERT, DAVID
1100 PARK CENTRAL BLVD. SOUTH STE 1700
POMPANO BEACH FL 33084

10. Name and Address of New Registered Agent

81. Name: **JODI B. GREEN P.A.**
82. Street Address (P.O. Box Number is Not Acceptable): **1499 WEST PALMETO PARK ROAD**
83. City: **BOCA RATON FL** 85. Zip Code: **33486**

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: Jodi B. Green, Esq. (NOTE: Registered Agent signature required when reinstating) DATE: **4/2/97**

12. OFFICERS AND DIRECTORS

TITLE	DP <input type="checkbox"/> DELETE
NAME	JOUBERT, DAVID
STREET ADDRESS	1100 PARK CENTRAL BLVD. SOUTH STE 1700
CITY-ST-ZIP	POMPANO BEACH FL
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	
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 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 if changed, or on an attachment with an address.

SIGNATURE: DAVID J. JOUBERT DATE: **3/31/97**

CR2E034 (9/96)