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**May 05 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 # P96000053721 (2)

1. Corporation Name
U.S. POWER MORTGAGE CORP.



Principal Place of Business: **101 N STATE RD 7, SUITE #6 MARGATE FL 33063**
Mailing Address: **101 N STATE RD 7, SUITE #6 MARGATE FL 33063-4572**

3. Date Incorporated or Qualified: **06/24/1996** 3a. Date of Last Report
4. FEI Number: **65-0674422** Applied For: 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent: **GIMENEZ, JOSEPH
20606 W CAROUSEL CIR
BOCA RATON FL 33434**
10. Name and Address of New Registered Agent (B1-B5):
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City B5 Zip Code: **FL**

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIMENEZ, JOSEPH	1.2 NAME	
STREET ADDRESS	20606 W CAROUSEL CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33434	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIMENEZ, RAQUEL	2.2 NAME	
STREET ADDRESS	20606 W CAROUSEL CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33434	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIMENEZ, BETTY S	3.2 NAME	
STREET ADDRESS	2127 CHAMPION WAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	N LAUDERDALE FL 33068	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

CR2E034 (9/96)

SIGNATURE: _____ (154)