

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Jul 27, 1999 8:00 am
Secretary of State

07-27-1999 90024 023 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # S97035

1. Corporation Name
 SERVICE REALTY, USA, INC.



Principal Place of Business: P.O. BOX 5021 MARCO ISLAND FL 33937
 Mailing Address: P.O. BOX 5021 MARCO ISLAND FL 33937

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/25/1991
 4. FEI Number: 55-0582346
 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: Yes No

2. Principal Place of Business: 21 994 N. Barfield Dr. Suite, Apt. #, etc. 22 #28 City & State 23 Marco Island FL Zip 24 34145 Country 25 Collier
 2a. Mailing Address: 26 PO BOX 5021 Suite, Apt. #, etc. 27 Marco Island City & State 28 FL Zip 29 34145 Country 30 Collier

9. Name and Address of Current Registered Agent
 RICHARD J. PENCE
 549 C. ELKCAM CIR.
 MARCO ISLAND FL 34145

10. Name and Address of New Registered Agent
 81 Name: Same
 82 Street Address (P.O. Box Number is Not Acceptable): 994 N. (Barfield) Barfield Dr #28
 83
 84 City: Marco Island FL 85 Zip Code: 34145

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] (NOTE: Registered Agent signature required when reinstating) DATE: _____

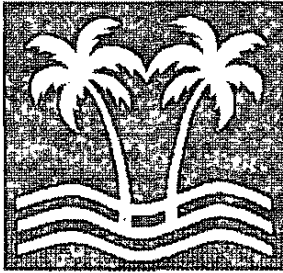
12. OFFICERS AND DIRECTORS
 1.1 TITLE: D
 1.2 NAME: PENCE, RICHARD J
 1.3 STREET ADDRESS: P.O. BOX 5021 (N/A)
 1.4 CITY-ST-ZIP: MARCO ISLAND FL 33937
 [DELETE]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 2.1 TITLE: P.D.
 2.2 NAME: PENCE, Richard J. Change Addition
 2.3 STREET ADDRESS: PO Box 5021
 2.4 CITY-ST-ZIP: Marco Island, FL 34145-5021
 [CHANGE] [ADDITION]

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 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] RICHARD J. PENCE Date: 7/31/99 Daytime Phone #: 941-389-5245

CR2E034 (5/99)



Richard J. Pence
Service Realty USA, Inc.
941-389-5245

S96536-9024-23
S97035

Mailing Address:
P.O. Box 5021
Marco Island, Fl
34145-5021

Office Address:
Island Industrial Park #28
994 N. Barfield
Marco Island, Fl

DATE: July 21, 1999

TO: Division of Corporations
Annual Reports Filings
P O Box 1500
Tallahassee FL 32302-1500

We have enclosed our completed form and enclosed our check in the amount of \$150.00 filing fee.

We did not receive the first report. As you can see from our payment history, we have always paid before the filing due date. We ask that you accept this filing as paid in full.

FROM: Iris George
Office Manager