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Feb 10 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000072178 (4)

1. Corporation Name

UNITED STATES REAL ESTATE CORPORATION

Principal Place of Business

Mailing Address

308 MAIN STREET  
SAFETY HARBOR FL 34695

308 MAIN STREET  
SAFETY HARBOR FL 34695



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/27/1994	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 65-0529455		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip		30 Country	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

GILLINGS, PETER R  
308 MAIN STREET  
SAFETY HARBOR FL 34695

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	P
NAME	GILLINGS, PETER R	1.2 NAME	GILLINGS, ROBERT
STREET ADDRESS	308 MAIN ST.	1.3 STREET ADDRESS	1001 BAYSHORE BLVD, APT 105
CITY-ST-ZIP	SAFETY HARBOR FL 34695	1.4 CITY-ST-ZIP	SAFETY HARBOR FL 34695
TITLE		2.1 TITLE	D
NAME		2.2 NAME	GILLINGS, PETER R
STREET ADDRESS		2.3 STREET ADDRESS	308 MAIN STREET
CITY-ST-ZIP		2.4 CITY-ST-ZIP	SAFETY HARBOR FL 34695
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: PETER GILLINGS Peter Gillings 2/5/98 813-725-0596

CR2E034 (10/97)