

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 243928
 1. Corporation Name
U.S GULF HOLDINGS, INC.

Principal Place of Business 250 Bird Road Suite 104 Coral Gables, Fl. 33146	Mailing Address Same
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 1/20/61	3a. Date of Last Report 8/6/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-1786396	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	30	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
FELIU, DAVID, ESQ. 250 Bird Road Suite 302 Coral Gables, Fl. 33146		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL 85 Zip Code

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P/D	<input checked="" type="checkbox"/> DELETE	1.1 TITLE P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Jason, Kenneth I.		1.2 NAME GEORGE M. KHOURY	
STREET ADDRESS 3206 S. Lakeview Circle		1.3 STREET ADDRESS 2570 SW 22 AVENUE	
CITY-ST-ZIP Ft. Pierce, Fl. 34949		1.4 CITY-ST-ZIP MIAMI, FL. 33133	
TITLE D	<input type="checkbox"/> DELETE	2.1 TITLE S/D	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Henson, John D		2.2 NAME Henson John D	
STREET ADDRESS 5757 SW 88th Ct.		2.3 STREET ADDRESS 5757 SW 88th Ct.	
CITY-ST-ZIP Miami, Fl. 33173		2.4 CITY-ST-ZIP Miami, Fl. 33173	
TITLE D	<input checked="" type="checkbox"/> DELETE	3.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME Price, Marvin L.		3.2 NAME Nathaniel Barone, Jr.	
STREET ADDRESS 226 Rover Blvd.		3.3 STREET ADDRESS 250 Bird Road	
CITY-ST-ZIP Los Almos NM 87544		3.4 CITY-ST-ZIP Suite 302	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME 600002205926	
STREET ADDRESS		4.3 STREET ADDRESS -06/09/97--01101--035	
CITY-ST-ZIP		4.4 CITY-ST-ZIP ***8.75	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME 400002205924	
STREET ADDRESS		6.3 STREET ADDRESS -06/09/97--01101--034	
CITY-ST-ZIP		6.4 CITY-ST-ZIP ***165.00	

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: George M. Khoury **George M. Khoury** 5/22/97 (305)446-4704

CR2E034 (9/96)