

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

FILED
Apr 21 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 # F01935 (8)
 1. Corporation Name
USA GROUP, INC.



Principal Place of Business 1209 44TH AVENUE E. BRADENTON FL 34203	Mailing Address 1209 44TH AVENUE E. BRADENTON FL 34203-3629
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/16/1980	3a. Date of Last Report 04/30/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1890325	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	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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				10. Name and Address of New Registered Agent	
GLASGOW, LOYD H. 1209 44TH AVENUE E. BRADENTON FL 34203				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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLASGOW, LOYD H.	1.2 NAME	
STREET ADDRESS	4808 HWY. 41 NORTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALMETTO FL	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLASGOW, MICHAEL S.	2.2 NAME	
STREET ADDRESS	719 48TH STREET CRT. EAST	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALMETTO FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAMUELS, W.F.	3.2 NAME	
STREET ADDRESS	4305 MORGAN JOHNSON	3.3 STREET ADDRESS	
CITY-ST-ZIP	BRADENTON FL	3.4 CITY-ST-ZIP	
TITLE	S <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OAKES, L.W.	4.2 NAME	Richard A Sullo
STREET ADDRESS	4005 62ND STREET, E.	4.3 STREET ADDRESS	8007 11th Ave N.W.
CITY-ST-ZIP	BRADENTON FL	4.4 CITY-ST-ZIP	BRADENTON, FL
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	
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.

SIGNATURE: *Richard A Sullo* **3/25/97 941-756-8727**

CR2E034 (9/96)