


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

**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90203 007 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F95000001434**

1. Corporation Name  
**USF FUND CORPORATION**



Principal Place of Business % CAPITOL INVESTMENT ASSOCIATES CORP. 5454 WISCONSIN AVE.. N.W.. SUITE 1265 CHEVY CHASE MD 20815	Mailing Address % CAPITOL INVESTMENT ASSOCIATES CORP. 5454 WISCONSIN AVE.. N.W.. SUITE 1265 CHEVY CHASE MD 20815
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified <b>03/24/1995</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>52-1869230</b>	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Zip Country	28	Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent  <b>NRAI SERVICES, INC.                  526 EAST PARK AVE.                  TALLAHASSEE FL 32301</b>		10. Name and Address of New Registered Agent	
		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	PTD <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUBIN, MICHAEL D	1.2 NAME	
STREET ADDRESS	5454 WISCONSIN AVE.	1.3 STREET ADDRESS	<b>5454 WISCONSIN AVE., SUITE 1265</b>
CITY-ST-ZIP	CHEVY CHASE MD 20815	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLAZER, STEVEN M	2.2 NAME	
STREET ADDRESS	5335 WISCONSIN AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20015	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYONS, BRUCE	3.2 NAME	
STREET ADDRESS	5454 WISCONSIN AVE.	3.3 STREET ADDRESS	<b>5454 WISCONSIN AVE., SUITE 1265</b>
CITY-ST-ZIP	CHEVY CHASE MD 20815	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<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 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, with all other like empowered.

SIGNATURE: *[Signature]* DATE: **4/19/99** DAYTIME PHONE #: **301-951-8811**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR