

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000002778 (6)

1. Corporation Name
US GROUP (DE) INC.

Principal Place of Business
3111 STIRLING ROAD, STE. 308
FT. LAUDERDALE FL 33312

Mailing Address
3111 STIRLING ROAD, STE. 308
FT. LAUDERDALE FL 33312-6566

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25	Country	30	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
06/04/1996	
4. FEI Number	Applied For
APPLIED FOR 65-069 4077	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input checked="" type="checkbox"/>	
6. Election Campaign Financing	\$5.00 May Be Added to Fees
Trust Fund Contribution	<input type="checkbox"/>
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	

10. Name and Address of New Registered Agent	
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	
TITLE	CP
NAME	SCHERR, SCOTT
STREET ADDRESS	3111 STIRLING ROAD, STE. 308
CITY-ST-ZIP	FT. LAUDERDALE FL 33312
TITLE	CVT
NAME	GOLDSTEIN, ALAN
STREET ADDRESS	3111 STIRLING ROAD, STE. 308
CITY-ST-ZIP	FT. LAUDERDALE FL 33312
TITLE	D
NAME	SCHERR, MARC D
STREET ADDRESS	720 FIFTH AVE., 10TH FL.
CITY-ST-ZIP	NEW YORK NY 10019
TITLE	SV
NAME	ALU, JIM
STREET ADDRESS	3111 STIRLING ROAD, STE. 308
CITY-ST-ZIP	FT. LAUDERDALE FL 33312
TITLE	V
NAME	GONZALEZ, PAUL
STREET ADDRESS	3111 STIRLING ROAD, STE. 308
CITY-ST-ZIP	FT. LAUDERDALE FL 33312
TITLE	V
NAME	BAKER, DALE
STREET ADDRESS	3111 STIRLING ROAD, STE. 308
CITY-ST-ZIP	FT. LAUDERDALE FL 33312

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	40000022012074
1.2 NAME	Change -- 01 on
1.3 STREET ADDRESS	--06/04/97--01058--001
1.4 CITY-ST-ZIP	****558.75 ****558.75
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, in an attachment with an address.

CR2E034 (9/96)