

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

FILED

Feb 06 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # F96000004711 (5)

1. Corporation Name  
USA FINANCE, INC.



Principal Place of Business  
1111 PARK CENTRE BLVD  
SUITE 300  
MIAMI FL 33169  
US

Mailing Address  
1111 PARK CENTRE BLVD  
SUITE 300  
MIAMI FL 33169  
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		09/13/1996	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		23-2767307	
24 Country		30 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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
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

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	DS	1.1 TITLE	
NAME	ALPERIN, DAVID	1.2 NAME	
STREET ADDRESS	1111 PARK CENTRE BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33169	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	BARTOLINI, ROBERT	2.2 NAME	
STREET ADDRESS	1111 PARK CENTRE BLVD #300	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	CFO	3.1 TITLE	
NAME	COHEN, ROBERT F	3.2 NAME	
STREET ADDRESS	1111 PARK CENTRE BLVD #300	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE	DCEO	4.1 TITLE	
NAME	MICHAELSON, STEPHEN	4.2 NAME	
STREET ADDRESS	1111 PARK CENTRE BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33169	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:

Robert Cohen

305 6509112 211

CR2E034 (10/97)