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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAY 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F97000002314

1. Corporation Name
BPI Global Holdings USA Inc.

Principal Place of Business
1900 Summit Tower Blvd.
Suite 450
Orlando, FL 32810

Mailing Address
1900 Summit Tower Blvd.
Suite 450
Orlando, FL 32810

DO NOT WRITE IN THIS SPACE

3. Date Incorporated Or Qualified
5/1/97

4. FEI Number [ ] Applied For [X] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. Has corporation paid the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent
CT 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 or Officer of Agent) DATE

12. OFFICERS AND DIRECTORS

TITLE	D, P [ ] DELETE
NAME	James L. McGovern
STREET ADDRESS	37 Kappele Avenue
CITY-ST-ZIP	Toronto, Ontario Canada M4N 2Z6
TITLE	D, VP, S [ ] DELETE
NAME	Stuart Waugh
STREET ADDRESS	2045 Lakeshore Boulevard West
CITY-ST-ZIP	Toronto, Ontario Canada M8V 2Z6
TITLE	D, T [ ] DELETE
NAME	J. Brian Sheedy
STREET ADDRESS	5 Brooke Avenue
CITY-ST-ZIP	Toronto, Ontario Canada M5M 2J5
TITLE	D [ ] DELETE
NAME	Frederick F. Dalley
STREET ADDRESS	92 Pricefield Road
CITY-ST-ZIP	Toronto, Ontario Canada M4W 129
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	[ ] Change [ ] Add
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	[ ] Change [ ] Add
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	[ ] Change [ ] Add
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	[ ] Change [ ] Add
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	[ ] Change [ ] Add
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	[ ] Change [ ] Add
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

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****150.00 ****150.00

CR2E034 (11/98)

14. I hereby certify that the information supplied in this filing does not violate the exemption provisions of Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental report is true and accurate and that my electronic 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 annual report as provided 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: STUART D. WAUGH May 10, 1999 416-216-8528
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR