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May 04, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **F98000003132**
 1. Corporation Name
USCC ACQUISITION CORP.



Principal Place of Business Mailing Address
5200 TOWN CENTER CIRCLE TOWER 1, STE 301 BOCA RATON, FL 33486 **PO Box 150 HAYWARD, CA 94543**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	06/03/1998	94-3302679	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required	
22	27	<input type="checkbox"/>	5.00 May Be Added to Fees	
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	
23	28	8. This corporation owes the current year Intangible Personal Property Tax.		
Zip	Zip	<input type="checkbox"/> Yes <input type="checkbox"/> No		
24	29	Country		
25	30			

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
GOFFMAN, JEFFREY A 1116 HIGHLAND BEACH DRIVE HIGHLAND BEACH FL 33487	81 Name
	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City
	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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FUERY, W. B	1.2 NAME	
STREET ADDRESS	1034 A STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	HAYWARD CA 94541	1.4 CITY-ST-ZIP	
TITLE	SC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOFFMAN, JEFFREY A	2.2 NAME	
STREET ADDRESS	1116 HIGHLAND BEACH DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	HIGHLAND BEACH FL 33487	2.4 CITY-ST-ZIP	
TITLE	EV <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SKLAR, RANDY C	3.2 NAME	
STREET ADDRESS	905 FOREST GLEN LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WELLINGTON FL 33414	3.4 CITY-ST-ZIP	
TITLE	CIO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCBRIDE, DOUGLAS	4.2 NAME	
STREET ADDRESS	181 OAK ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	DANVILLE CA 94526	4.4 CITY-ST-ZIP	
TITLE	CFO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MICHAEL HOBERG	5.2 NAME	
STREET ADDRESS	1034 A STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	HAYWARD, CA 94541	5.4 CITY-ST-ZIP	
TITLE	COO <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICK RADELFORD	6.2 NAME	
STREET ADDRESS	7450 EAST ROAD, STE 2	6.3 STREET ADDRESS	
CITY-ST-ZIP	OAKDALE CA 91361	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 in an attachment with an address, with all other like empowered.

SIGNATURE: MICHAEL HOBERG 4-29-99 510-583-2273
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)