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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 # F98000004882
 1. Corporation Name
USGEN HOLDINGS, INC.



Principal Place of Business: SUITE 13 FLOOR, 7500 OLD GEORGETOWN ROAD, BETHESDA MD 20814
 Mailing Address: SUITE 13 FLOOR, 7500 OLD GEORGETOWN ROAD, BETHESDA MD 20814

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/28/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 94-3282136	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 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
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input checked="" type="checkbox"/> DELETE
NAME	KEARNEY, JOSEPH P	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	
TITLE	EVD	<input checked="" type="checkbox"/> DELETE
NAME	IRIBE, P. C	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	HERMAN, STEPHEN A	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COOPER, JOHN R	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BASSETT, DAVID N	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ENDLER, GERALD S	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
CITY-ST-ZIP	BETHESDA MD 20814-6161	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PCEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	IRIBE, P.C.	
1.3 STREET ADDRESS	7500 OLD GEORGETOWN ROAD	
1.4 CITY-ST-ZIP	BETHESDA, MD 20814-6161	
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 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: DAVID N. BASSETT **DAVID N. BASSETT** 4/29/99 (301) 280-6681
 TREASURER Date Daytime Phone #

CR2E034 (11/98)