

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

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May 07, 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
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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
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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"/> 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
		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	PCEO	1.1 TITLE	PCEO
NAME	KEARNEY, JOSEPH P	1.2 NAME	IRIBE, P.C.
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	1.3 STREET ADDRESS	7500 OLD GEORGETOWN ROAD
CITY-ST-ZIP	BETHESDA MD 20814-6161	1.4 CITY-ST-ZIP	BETHESDA, MD 20814-6161
TITLE	EVD	2.1 TITLE	
NAME	IRIBE, P. C	2.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814-6161	2.4 CITY-ST-ZIP	
TITLE	VS	3.1 TITLE	
NAME	HERMAN, STEPHEN A	3.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814-6161	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	COOPER, JOHN R	4.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814-6161	4.4 CITY-ST-ZIP	
TITLE	T	5.1 TITLE	
NAME	BASSETT, DAVID N	5.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814-6161	5.4 CITY-ST-ZIP	
TITLE	AS	6.1 TITLE	
NAME	ENDLER, GERALD S	6.2 NAME	
STREET ADDRESS	7500 OLD GEORGETOWN ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD 20814-6161	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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DAVID N. BASSETT 4/27/99 (301) 280-6681
TREASURER

Date

Daytime Phone #

CR2E034 (11/98)