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Apr 30 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # L56528 (7)

1. Corporation Name
UNITED STATES PREMIUM FINANCE COMPANY

Principal Place of Business
5854 S FLAMINGO RD
COOPER CITY FL 33330

Mailing Address
5854 S FLAMINGO RD
COOPER CITY FL 33330-3237



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/12/1990		3a. Date of Last Report 01/25/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0176892		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/>		Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
KALIS, NEAL R. ESQ 7320 GRIFFIN RD SUITE 109 DAVIE FL 33314				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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	Secretary
NAME	GAINES, JOANNA P	1.2 NAME	Kevin Sacket
STREET ADDRESS	5854 S FLAMINGO RD	1.3 STREET ADDRESS	5854 S. Flamingo Road
CITY - ST - ZIP	COOPER CITY FL	1.4 CITY - ST - ZIP	Cooper City, FL 33330
TITLE	D	2.1 TITLE	
NAME	HEYDER, KENNETH	2.2 NAME	
STREET ADDRESS	5854 S FLAMINGO RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	COOPER CITY FL	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	
NAME	KOENIG, PAUL	3.2 NAME	
STREET ADDRESS	9000 SHERIDAN ST #130	3.3 STREET ADDRESS	
CITY - ST - ZIP	PEMBROKE PINES FL	3.4 CITY - ST - ZIP	
TITLE	DS	4.1 TITLE	
NAME	STARK, DAVID	4.2 NAME	
STREET ADDRESS	5854 S FLAMINGO RD	4.3 STREET ADDRESS	
CITY - ST - ZIP	COOPER CITY FL	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 do 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 my address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/16/97

954 434-7600

CR2E034 (9/96)