

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

FILED  
Apr 17 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **L71559** (3)  
1. Corporation Name  
**FALCON RESOURCES (USA), INC.**

Principal Place of Business <b>606 STONEBURY CRES WATERLOO, ONTARIO N2K3R US</b>	Mailing Address <b>606 STONEBURY CRES WATERLOO, ONTARIO N2K3R US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>19 CENTRE STREET</b> Suite, Apt. #, etc. 22 City & State 23 <b>ELMIRA, ONTARIO</b> Zip 24 <b>N3B 2T8</b>		2a. Mailing Address 26 <b>19 CENTRE STREET</b> Suite, Apt. #, etc. 27 City & State 28 <b>ELMIRA, ONTARIO</b> Zip 29 <b>N3B 2T8</b> Country 30 <b>CANADA</b>		3. Date Incorporated or Qualified <b>05/07/1990</b>	
4. FEI Number <b>65-0194727</b>		Applied For Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent

**FLANAGAN, JOHN R., CPA  
2831 RINGLING BLVD.  
SUITE 204-B  
SARASOTA FL 34237**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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]* DATE **April 9/98**  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GORRIE, JACK</b>	1.2 NAME	
STREET ADDRESS	<b>606 STONEBURY CRES</b>	1.3 STREET ADDRESS	<b>19 CENTRE ST.</b>
CITY-ST-ZIP	<b>WATERLOO ON</b>	1.4 CITY-ST-ZIP	<b>ELMIRA ON N3B 2T8</b>
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GORRIE, ANNE</b>	2.2 NAME	
STREET ADDRESS	<b>606 STONEBURY CRES</b>	2.3 STREET ADDRESS	<b>19 CENTRE ST</b>
CITY-ST-ZIP	<b>WATERLOO ON</b>	2.4 CITY-ST-ZIP	<b>ELMIRA ON N3B 2T8</b>
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE *[Signature]* DATE **April 9/98** **65-0194727**

CP2E034 (10/97)