
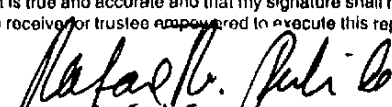


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L94000000732 U.S.G. MARKETING L.C. 10925 N.W. 27TH ST. 2ND FLOOR MIAMI FL 33172		1a. Principal Place of Business Address 10925 N.W. 27TH ST. 2ND FLOOR MIAMI FL 33172	
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
3. Date Organized or Qualified 12/31/1994		3a. State of Formation FL	
4. FEI Number 65-0544068		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 02/26/1997		6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent ANTON, EDUARDO 1385 CORAL WAY SUITE 406 MIAMI FL 33145		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 200002524412--8 Suite, Apt. #, etc. 05/14/98 01125--007 ****197.50 ****197.50 City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	PULIDO, RAFAEL R	10925 N.W. 27TH ST., 2ND F	MIAMI FL
MGR	WELLISCH, ROBERTO	10925 N.W. 27TH ST., 2ND F	MIAMI FL
MGR	MOLINA, MIGUEL A	10925 N.W. 27TH ST., 2ND F	MIAMI FL
200002524412--8 05/14/98--01125--008 ****400.00 ****400.00 dec (cus)			
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 118.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		4-2-98 (305) 593-2266	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date (Daytime Phone #)	