

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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<b>FILING FEE</b> \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company  <b>DOCUMENT # L94000000732</b>  U.S.G. MARKETING L.C. <del>10925 N.W. 27TH ST.</del> <del>2ND FLOOR</del> <del>MIAMI FL 33172</del>	<i>99-AR/LWS</i> <i>CM</i>
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1a. Principal Place of Business Address  <del>10925 N.W. 27TH ST.</del> <del>2ND FLOOR</del> <del>MIAMI FL 33172</del>
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2. Principal Place of Business 10625 N.W. 27th Street Suite, Apt #, etc Suite D-101 City & State Miami, Florida Zip Country 33145 U.S.A.	2a. Mailing Address 10625 N.W. 27th Street Suite, Apt #, etc Suite D-101 City & State Miami, Florida Zip Country 33145 U.S.A.	3. Date Organized or Qualified 12/31/1994  4. FEI Number 65-0544068  5. Date of Last Report 05/13/1998	3a. State of Formation FL  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
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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) Suite, Apt #, etc City Zip Code <div style="text-align: right;"><b>FL</b></div>
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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 is required when resigning)

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

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11. 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 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: Rafael Rodriguez-Pulido 3/8/99 (305) 593-2266