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FILED
Mar 04 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 # M41244 (8)

1. Corporation Name
GISELA U.S.A. CORP.



Principal Place of Business: **201 S BISCAYNE BLVD. 1600 MIAMI CENTER MIAMI FL 33131 US**
 Mailing Address: **201 S BISCAYNE BLVD. 1600 MIAMI CENTER MIAMI FL 33131-4332 US**

3. Date Incorporated or Qualified: **11/06/1986**
 3a. Date of Last Report: **04/29/1996**
 4. FEI Number: **65-0201597**
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and Mailing Address (25-30) fields with sub-sections for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent
**CORPORATION COMPANY OF MIAMI
 201 S. BISCAYNE BLVD.
 1600 MIAMI CENTER
 MIAMI FL 33131**

10. Name and Address of New Registered Agent (81-85)
 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 and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	MEIER, GUIDO	
STREET ADDRESS	AEULESTRAAT 5	
CITY, ST, ZIP	VADUZ, LIECHTENSTEIN	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	KEICHER, WERNER	
STREET ADDRESS	AEULESTRAAT 5	
CITY, ST, ZIP	VADUZ, LIECHTENSTEIN	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MURPHY, TIMOTHY J.	
STREET ADDRESS	201 S BISCAYNE BLVD., 1600 MIAMI CENTER	
CITY, ST, ZIP	MIAMI FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	NAZER, SORAYA	
STREET ADDRESS	10205 COLLINS AVE	
CITY, ST, ZIP	MIAMI BCH FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	NAZER, ERIKA G	
STREET ADDRESS	10205 COLLINS AVE	
CITY, ST, ZIP	MIAMI BE	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, changed, or on an attachment with an address.

SIGNATURE: _____ DATE: _____ DAYTIME PHONE # _____

CR2E034 (9/96)