

FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

97 MAR 11 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M96000000468
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YP-USA, LTD., I.C.
4250 FERGUSON DRIVE
CINCINNATI OH 45245

1a. Principal Place of Business Address 4250 FERGUSON DRIVE CINCINNATI OH 45245

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	3. Date Organized or Qualified 1/25/1996	3a. State of Formation OH
4. FEI Number 31-1471384		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report N/A		6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>	

7. Name and Address of Current Registered Agent WOOLFOLK, EDMUND T ESQUIRE 315 E. ROBINSON STREET, SUITE 555 ORLANDO FL 32801	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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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 required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GLIDDEN, JAMES E	3445 N CAUSEWAY BLVD., 4TH	Metairie LA 70002
MGRM	HAMMACK, WILLIAM	3445 N CAUSEWAY BLVD., 4TH	Metairie LA 70002
MGRM	ZIMMERS, LOUIS E	4250 FERGUSON DR	CINCINNATI OH 45245
			500002112605--2 -03/13/97--01077--001 ****212.50 ****212.50 B3-12-97

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:  William M. Hammack 2-12-97 504-832-9835
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #