

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$81.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

FILED

99 OCT 11 PM 4:20

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Handwritten initials]



09/24/99 90005 007 \$61.00

DOCUMENT # N97000000330
 1. Corporation Name
 USA/ENGLAND EXCHANGE PROGRAM, INC.

Principal Place of Business
 7780 DILIDO BLVD
 MIAMI FL 33023

Mailing Address
 7780 DILIDO BLVD
 MIAMI FL 33023

2. Principal Place of Business
 21 7780 DILIDO BLVD
 Suite, Apt. #, etc.
 22 MIAMI FL
 City & State
 23 FL 33023
 Zip Country
 24 USA

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 USA

3. Date incorporated or Qualified
 01/16/1997

4. FBI Number
 65-0709147 Applied For
 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent
 WALKER, OWEN
 7780 DILIDO BLVD
 MIAMI FL 33023

10. Name and Address of New Registered Agent
 B1 Name
 B2 Street Address (P.O. Box Number is Not Acceptable)
 B3
 B4 City
 B5 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1608, 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 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when substituting)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	WALKER, OWEN	
STREET ADDRESS	7780 DILIDO BLVD	
CITY-ST-ZIP	MIAMI FL 33023	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DEANS, SAM	
STREET ADDRESS	2620 SW 67TH WAY	
CITY-ST-ZIP	MIAMI FL 33023	
TITLE	D	<input type="checkbox"/> DELETE
NAME	NASH, MILDRED	
STREET ADDRESS	625 NE 131 ST	
CITY-ST-ZIP	N MIAMI FL 33261	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GAYLE, ANGEL C	
STREET ADDRESS	674 NW 62ND ST	
CITY-ST-ZIP	MIAMI FL 33150	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SPENCER, SHERNA G.	
STREET ADDRESS	5950 W OAKLAND PARK BLVD, SUITE 103	
CITY-ST-ZIP	LAUDERDALE FL 33313	

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	

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Handwritten Signature]*
 SIGNATURE TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR276137 (5/00)