

FILED
Apr 14, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N98000006221

1. Corporation Name
SANTOS F.C. USA, INC.

Principal Place of Business 2226 BALLARD AVENUE ORLANDO FL 32833	Mailing Address 2226 BALLARD AVENUE ORLANDO FL 32833
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 11/02/1998
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-3544024
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> Applied For Not Applicable
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$8.75 Additional Fee Required
		7. \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent AMERILAWYER 343 ALMERIA AVENUE CORAL GABLES FL 33134	10. Name and Address of New Registered Agent B1 Name JOHN P. CARVALHO B2 Street Address (P.O. Box Number is Not Acceptable) 2226 BALLARD AV B3 B4 City ORLANDO FL B5 Zip Code 32823
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE John P. Carvalho **JOHN P. CARVALHO - PRESIDENT** DATE **4-5-99**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD CARVALHO, JOHN P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2226 BALLARD AVENUE	1.2 NAME	
STREET ADDRESS	ORLANDO FL 32833	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD MELILLI, ENNIO	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2226 BALLARD AVENUE	2.2 NAME	
STREET ADDRESS	ORLANDO FL 32833	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	SD ALVES, ANA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2226 BALLARD AVENUE	3.2 NAME	
STREET ADDRESS	ORLANDO FL 32833	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	TD KREIDEL, KEITH	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2226 BALLARD AVENUE	4.2 NAME	
STREET ADDRESS	ORLANDO FL 32833	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 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: W. Keith Kreidel **KEITH KREIDEL** DATE **4/5/99** (407)697-4083
Signature and typed or printed name of signing officer or director

CR2E037 (1/1/98)