

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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**May 08 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P03992 (5)

1. Corporation Name
BOX USA GROUP, INC.



Principal Place of Business 115 STEVENS AVE VALHALLA NY 10595	Mailing Address 115 STEVENS AVE VALHALLA NY 10595-1252
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2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Country
24 Country	30 Country

3. Date Incorporated or Qualified 11/07/1984	3a. Date of Last Report 02/08/1996
4. FEI Number 13-2994891	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**PRENTICE-HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

FL

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. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ULEAU, THOMAS	
STREET ADDRESS	2920 N MAIN ST	
CITY-ST-ZIP	OSHKOSH WI	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BISHOP, LAWRENCE	
STREET ADDRESS	310 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	FRIEDMAN, HARVEY	
STREET ADDRESS	919 3RD AVE.	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GUREN, SAMUEL	
STREET ADDRESS	1253 LINDEN AVE	
CITY-ST-ZIP	HEIGHLAND PK IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCMILLIN, TIMOTHY	
STREET ADDRESS	115 STEVENS AVE	
CITY-ST-ZIP	VALHALLA NY	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	LALLY, ELIZABETH H	
STREET ADDRESS	115 STEVENS AVE	
CITY-ST-ZIP	VALHALLA NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President, CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Genal & K. Adams	
1.3 STREET ADDRESS	115 Stevens Ave	
1.4 CITY-ST-ZIP	Valhalla, NY 10595	
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	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Friedman, Harvey	
3.3 STREET ADDRESS	115 Stevens Ave	
3.4 CITY-ST-ZIP	Valhalla, NY 10595	
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	Chief Financial Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	V.P. Risk Management	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Mary Duplaff	
6.3 STREET ADDRESS	115 Stevens Ave	
6.4 CITY-ST-ZIP	Valhalla, NY 10595	

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 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **4-25-97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)