SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Harvey 4 (Friedman, Secretary)

Sep 17 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # P03992 (5) BOX USA GROUP, INC. Principal Place of Business Mailing Address 115 STEVENS AVE 115 STEVENS AVE VALHALLA NY 10595 VALHALLA NY 10595 DO NOT WRITE IN THIS SPACE 3. Date incorporated or Qualified 11/07/1984 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 13-2994891 21 26 Not Applicable Sulte, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing 23 Trust Fund Contribution Added to Fees 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No Zip Country Zip Country 24 25 29 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name PRENTIOE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET 82 Street Address (P.O. Box Number is Not Acceptable) TALLAHASSEE FL 32301 83 84 City Zip Code 85 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE CR2E034 (5/98) OFFICERS AND DIRECTORS 12. 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 POE0 TITLE DELETE 1.1 TITLE ADAMS, GERALD 1.2 NAME NAME 113 STEVES AVE STREET ADDRESS 1.3 STREET ADDRESS **VALHOLLA NY** CITY-ST-ZIF 1.4 CITY-ST-ZIP TITLE 2.1 TITLE ___ DELETE __ Change __ Addition **BISHOP, LAWRENCE** NAME 2.2 NAME 310 MADISON AVE. STREET ADDRESS 2.3 STREET ADDRESS **NEW YORK NY** CITY-ST-ZiP 2.4 CITY-ST-ZIP TITLE DELETE 3.1 TITLE Change ____ Addition FRIEDMAN, HARVEY NAME 3.2 NAME 113 STEVENS AVE STREET ADDRESS 3.3 STREET ADDRESS VALHOLLA NY CITY-ST-ZIP 3.4 CITY-ST-ZIP TITLE X DELETE 4.1 TITLE Change Addition **GUREN, SAMUEL** NAME 4.2 NAME 1253 LINDEN AVE STREET ADDRESS 4.3 STREET ADDRESS HEIGHLAND PK IL CITY-ST-ZIP 4.4 CITY-ST-ZIP CFO DELETE TITLE 5.1 TITLE Change Addition MCMILLIN, TIMOTHY NAME 5.2 NAME 115 STEVENS AVE STREET ADDRESS 5.3 STREET ADDRESS v**al**halla ny CITY-ST-ZIP 5.4 CITY-ST-ZIP TITLE 6.1 TITLE DELETE Change Addition DOPSLAFF, MARY NAME 6.2 NAME 115 STEVENS AVE STREET ADDRESS 6.3 STREET ADDRESS **VALHOLLA NY** 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 607, Florida Statutes; and that my name appears

FILED

9/9/98

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