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**Apr 01 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 # P08630 (6)
 1. Corporation Name
WILHELMSSEN LINES (USA), INC.



Principal Place of Business WORLD TRADE CENTER STE. 1400 BALTIMORE MD 21202	Mailing Address WORLD TRADE CENTER STE. 1400 BALTIMORE MD 21202
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3. Date Incorporated or Qualified 01/03/1986	3a. Date of Last Report 03/18/1996
4. FEI Number 13-3313553	Applied For <input type="checkbox"/> 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 30
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9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	SOLLIE, ODD	
STREET ADDRESS	WORLD TRADE CENTER, SUITE 1400	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	MORTEN, RAABE	
STREET ADDRESS	WORLD TRADE CENTER, STE 1400	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WANG, JAN-EYVIN	
STREET ADDRESS	WORLD TRADE CENTER, STE 1400	
CITY-ST-ZIP	BALTIMORE MD	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SKAUG, INGAR	
STREET ADDRESS	MARIES VET 18B, 1322 HOVIK	
CITY-ST-ZIP	NORWAY	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	BLOOMER, MARK	
STREET ADDRESS	WORLD TRADE CENTER, STE 1400	
CITY-ST-ZIP	BALTIMORE MD	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	President and Secretary
2.3 STREET ADDRESS	Bjorn O. Tonsberg
2.4 CITY-ST-ZIP	World Trade Center, Suite 1400
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 checked="" type="checkbox"/> Addition
5.2 NAME	Officer
5.3 STREET ADDRESS	John P. Speakman
5.4 CITY-ST-ZIP	World Trade Center, Suite 1400
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Officer
6.3 STREET ADDRESS	Craig J. Toomey
6.4 CITY-ST-ZIP	World Trade Center, Suite 1400

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607.030(3), 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: John P. Speakman **3.26.97** **410-659-7932**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)