

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

FILED

Apr 22 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P14299** (2)  
1. Corporation Name  
**USACAFES, INC.**



Principal Place of Business <b>P.O. BOX 224018 TAX DEPT DALLAS TX 75222-4018 US</b>	Mailing Address <b>P.O. BOX 224018 TAX DEPT DALLAS TX 75222-4018 US</b>
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3. Date Incorporated or Qualified <b>05/04/1987</b>	3a. Date of Last Report <b>04/23/1996</b>
4. FEI Number <b>51-0299818</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> 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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

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	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code
<b>FL</b>	

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	<input type="checkbox"/> DELETE
NAME	<b>DC KAUFMAN, MICHAEL S.</b>
STREET ADDRESS	<b>12404 PARK CENTRAL DR.</b>
CITY- ST- ZIP	<b>DALLAS TX</b>
TITLE	<input type="checkbox"/> DELETE
NAME	<b>T WYNNE, DIANA S.</b>
STREET ADDRESS	<b>12404 PARK CENTER DRIVE</b>
CITY- ST- ZIP	<b>DALLAS TX</b>
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	<b>SD MCCARTHY, DIANA S.</b>
STREET ADDRESS	<b>12404 PARK CENTRAL DRIVE</b>
CITY- ST- ZIP	<b>DALLAS TX</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY- ST- ZIP	
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 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 checked="" type="checkbox"/> Addition
4.2 NAME	<b>SD TODD M. WATSON</b>
4.3 STREET ADDRESS	<b>12404 PARK CENTRAL DRIVE</b>
4.4 CITY- ST- ZIP	<b>DALLAS, TX 75251</b>
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>AS CAROLYN CARPENTER</b>
5.3 STREET ADDRESS	<b>12404 PARK CENTRAL DRIVE</b>
5.4 CITY- ST- ZIP	<b>DALLAS, TX 75251</b>
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY- ST- ZIP	

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:  **CAROLYN CARPENTER**  
ASSISTANT SECRETARY 4-4-97 972-404-5215  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)