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Feb 17 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P21046** (8)

1. Corporation Name
U.S.-WORLDWIDE FINANCIAL SERVICES, INC.

Principal Place of Business

**425 AUSTIN AVENUE
SUITE 1802
WACO TX 76770-1**

Mailing Address

**425 AUSTIN AVENUE
SUITE 1802
WACO TX 76701-2124**



3. Date Incorporated or Qualified 09/26/1988	3a. Date of Last Report 01/24/1996
4. FEI Number 74-2449829	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent JOHNSON, ANDREW C 4492 SOUTHSIDE BLVD., SUITE 103 JACKSONVILLE FL 32216	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

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 re-instating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NALL, KENNETH H.	12 NAME	
STREET ADDRESS	425 AUSTIN AVE., S-1804	13 STREET ADDRESS	
CITY - ST - ZIP	WACO TX	14 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY - ST - ZIP		24 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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: Kenneth H. Nall **Kenneth H. Nall** 2-5-97 817-752-1850
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)