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FILED
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 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes 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 25 29 30

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 **FL** 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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE DELETE
PTD
 NAME **NALL, KENNETH H.**
 STREET ADDRESS **425 AUSTIN AVE., S-1604**
 CITY - ST - ZIP **WACO TX**

TITLE DELETE

TITLE DELETE

TITLE DELETE

TITLE DELETE

TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY - ST - ZIP

21 TITLE Change Addition

22 NAME

23 STREET ADDRESS

24 CITY - ST - ZIP

31 TITLE Change Addition

32 NAME

33 STREET ADDRESS

34 CITY - ST - ZIP

41 TITLE Change Addition

42 NAME

43 STREET ADDRESS

44 CITY - ST - ZIP

51 TITLE Change Addition

52 NAME

53 STREET ADDRESS

54 CITY - ST - ZIP

61 TITLE Change Addition

62 NAME

63 STREET ADDRESS

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)