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**Feb 28 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 # P22942 (7)
1. Corporation Name: **CAREERS USA, INC.**



Principal Place of Business: **CAREERS U.S.A. INC. 3 LAKES PLAZA 3196 W. COMMERCIAL BLVD. TAMARAC FL 33309 US**
Mailing Address: **1825 JFK BLVD. PHILADELPHIA PA 19103-1701 US**

3. Date Incorporated or Qualified: **02/10/1989** 3a. Date of Last Report: **05/01/1996**

21	2. Principal Place of Business	26	2a. Mailing Address	4.	FET Number 23-2187643	Applied For	<input type="checkbox"/>	Not Applicable	
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	5.	Certificate of Status Desired	<input type="checkbox"/>	\$8.75	Additional Fee Required	
23	City & State	28	City & State	6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	\$5.00	May Be Added to Fees	
24	Zip	29	Zip	8.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
25	Country	30	Country						

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1311 EXECUTIVE CENTER DRIVE SUITE 200 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	C OUNJIAN, MARILYN	1.2 NAME	
STREET ADDRESS	1825 JFK BOULEVARD	1.3 STREET ADDRESS	
CITY - ST - ZIP	PHILADELPHIA PA	1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD OUNJIAN, GEORGE E.	2.2 NAME	
STREET ADDRESS	1825 JFK BOULEVARD	2.3 STREET ADDRESS	
CITY - ST - ZIP	PHILADELPHIA PA	2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STD BERGER, MORRIS	3.2 NAME	
STREET ADDRESS	1825 JFK BOULEVARD	3.3 STREET ADDRESS	
CITY - ST - ZIP	PHILADELPHIA PA	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V FELDMAN, GERTRUDE	4.2 NAME	
STREET ADDRESS	1825 JFK BOULEVARD	4.3 STREET ADDRESS	
CITY - ST - ZIP	PHILADELPHIA PA	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: *Marilyn Ounjian* **REQUIRED** 2/20/97 (215) 561-3800
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)