

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

FILED
Jan 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P36889** (4)
1. Corporation Name
USX PORTFOLIO DELAWARE, INC.

Principal Place of Business	Mailing Address
501 SILVERSIDE ROAD, SUITE 53 WILMINGTON DE 19809	501 SILVERSIDE ROAD, SUITE 53 WILMINGTON DE 19809



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		12/31/1991	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		51-0330086	
24 Country		30 Country		Applied For	
				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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINEBAR, C S	1.2 NAME	
STREET ADDRESS	501 SILVERSIDE ROAD, #53	1.3 STREET ADDRESS	
CITY-ST-ZIP	WILMINGTON DE	1.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHERMAN, R A	2.2 NAME	
STREET ADDRESS	501 SILVERSIDE RD, #53	2.3 STREET ADDRESS	
CITY-ST-ZIP	WILMINGTON DE	2.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HAGGERTY, G. R.	3.2 NAME	D GUNA, E.F.
STREET ADDRESS	600 GRANT STREET	3.3 STREET ADDRESS	600 GRANT STREET
CITY-ST-ZIP	PITTSBURGH PA	3.4 CITY-ST-ZIP	PITTSBURGH, PA
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICHMOND, J. L.	4.2 NAME	
STREET ADDRESS	600 GRANT STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYNCH, D. A.	5.2 NAME	
STREET ADDRESS	600 GRANT STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	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 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 _____ 1/17/97 302-798-7890

CR2E034 (10/97)