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May 02 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 # P37924 (8)

1. Corporation Name  
USA ADMINISTRATION SERVICES, INC.

Principal Place of Business

12900 METCALF  
OVERLAND KS 66213-620  
US

Mailing Address

PO BOX 2948  
OVERLAND PARK KS 66201-1348  
US

3. Date Incorporated or Qualified 03/13/1992	3a. Date of Last Report 04/27/1996
4. FEI Number 48-0933220	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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 type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

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

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEAL, LOUISE K.	1.2 NAME	SEE ATTACHED
STREET ADDRESS	12900 METCALF	1.3 STREET ADDRESS	
CITY-ST-ZIP	OVERLAND KS 66213-620	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	
NAME	BREMSEY, ROSE ANN	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	12900 METCALF	2.3 STREET ADDRESS	
CITY-ST-ZIP	OVERLAND PARK KS	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HURST, WILLIAM M.	3.2 NAME	
STREET ADDRESS	12900 METCALF	3.3 STREET ADDRESS	
CITY-ST-ZIP	OVERLAND KS 66213-620	3.4 CITY-ST-ZIP	
TITLE	SVPD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YAKIMO, PATRICIA A.	4.2 NAME	
STREET ADDRESS	12900 METCALF	4.3 STREET ADDRESS	
CITY-ST-ZIP	OVERLAND KS 66213-620	4.4 CITY-ST-ZIP	
TITLE	CEB	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMMS, WILLIAM	5.2 NAME	
STREET ADDRESS	100 NORTH TYRON STREET SUITE 2600	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOODING, DAVID E	6.2 NAME	
STREET ADDRESS	1150 SOUTH OLIVE STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	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, changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/97

(213) 742-3128

Date

Daytime Phone #

CR2E034 (9/96)

**USA ADMINISTRATION SERVICES, INC.  
1997 CORPORATION ANNUAL REPORT**

Additions/changes to officers and directors in #12 as of December 31, 1996.

**13. OFFICERS**

<u>Name</u>	<u>Title</u>	<u>Address</u>
William E. Simms	Chairman of the Board, Chief Executive Officer	100 N. Tryon St. Charlotte, NC 28202
Louise K. Neal	President	12900 Metcalf Ave. Overland Park, KS 66213
J. Peter Donlon*	Senior Vice President- Director Marketing Sales	12900 Metcalf Ave. Overland Park, KS 66213
Patricia A. Yakimo	Senior Vice President & Secretary	12900 Metcalf Ave. Overland Park, KS 66213
Nancy M. Blozis*	Vice President, Controller & Treasurer	12900 Metcalf Ave. Overland Park, KS 66213
Kevin R. Cohen*	Vice President - Information Services	12900 Metcalf Ave. Overland Park, KS 66213
William M. Hurst	Assistant Secretary	1150 S. Olive St. Los Angeles, CA 90015

**DIRECTORS**

J. Peter Donlon*	12900 Metcalf Ave. Overland Park, KS 66213
David E. Gooding	1150 S. Olive St. Los Angeles, CA 90015
Daniel de Mattos	100 N. Tryon St. Charlotte, NC 28202
Louise K. Neal	12900 Metcalf Ave. Overland Park KS 66213
William E. Simms	100 N. Tryon St. Charlotte, NC 28202
Patricia A. Yakimo	12900 Metcalf Ave. Overland Park KS 28202

\*New officers and/or director