

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

FILED  
Mar 12 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000018965 (2)

1. Corporation Name  
U.S.A. CLOSE OUT, INC.



Principal Place of Business 520 BRICKELL KEY DR SUITE 0-305 MIAMI FL 33131	Mailing Address 520 BRICKELL KEY DR SUITE 0-305 MIAMI FL 33131-2607
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2. Principal Place of Business 21 State, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 03/12/1993 3a. Date of Last Report 01/06/1997 4. FEI Number 65-0398385 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Applied For Not Applicable \$8.75 Additional Fee Required \$5.00 May Be Added to Fees Yes No
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9. Name and Address of Current Registered Agent FREEMAN, STEPHEN A 520 BRICKELL KEY DR SUITE 0-305 MIAMI FL 33131	10. Name and Address of New Registered Agent B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City FL B5 Zip Code
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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 \_\_\_\_\_ DATE \_\_\_\_\_  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	DE SOUZA COSTA, DULCECLEA	1.2 NAME	
STREET ADDRESS	7915 NW 60TH ST	1.3 STREET ADDRESS	
CITY-STATE-ZIP	MIAMI FL	1.4 CITY-STATE-ZIP	
TITLE	S	2.1 TITLE	
NAME	FREEMAN, STEPHEN A	2.2 NAME	
STREET ADDRESS	520 BRICKELL KEY DR., SUITE 0-305	2.3 STREET ADDRESS	
CITY-STATE-ZIP	MIAMI FL	2.4 CITY-STATE-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-STATE-ZIP		3.4 CITY-STATE-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-STATE-ZIP		4.4 CITY-STATE-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-STATE-ZIP		5.4 CITY-STATE-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-STATE-ZIP		6.4 CITY-STATE-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: \_\_\_\_\_ DATE: 3/5/97  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR \_\_\_\_\_ Daytime Phone # 305-374-3200

CR2E034 (9/96)