


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

FILED
Jan 27 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 # P94000003642 (3)
 1. Corporation Name
ESPIRITU SANTO USA, INC.



Principal Place of Business 250 BRADLEY PLACE SUITE 702 PALM BEACH FL 33480	Mailing Address P. O. BOX 56613 HOUSTON TX 77256
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/14/1994	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number NOT APPLICABLE	Applied For Not Applicable
23. Zip	25. Country	29. Zip	30. Country	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent LAW FIRM OF LAWRENCE J.SPIEGEL CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	85. Zip Code FL

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 _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MUSTACHIA, JOSEPH	1.2 NAME	
STREET ADDRESS	250 BRADLEY PLACE	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL 33480	1.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SKLAR, PATRICIA DEBRA HUBBARD WELLYN	2.2 NAME	
STREET ADDRESS	250 BRADLEY PLACE 702	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL	2.4 CITY-ST-ZIP	
TITLE	DEBRA HUBBARD WELLYN <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 BRADLEY PLACE, 702	3.2 NAME	
STREET ADDRESS	PALM BEACH FLORIDA 33480	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: *Sandra B. Mortham* 1-19-98 713-5266655

CR2E034 (10/97)