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FILED

**May 13 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 # P94000004413 (8)

1. Corporation Name
U.S. GROUNDS, INC.



Principal Place of Business
**17231 NW MIAMI CT.
NORTH MIAMI BEACH FL 33169**

Mailing Address
**P.O. BOX 64111
MIAMI FL 33164**

3. Date Incorporated or Qualified **01/10/1994** 3a. Date of Last Report **05/01/1996**

4. FEI Number **65-0457337** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent
**BAKAR, ISAAC
17231 NW MIAMI CT.
NORTH MIAMI BEACH FL 33169**

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 *Isaac Bakar* (NOTE: Registered Agent's signature required when re-instating) DATE **4/30/97**

12. OFFICERS AND DIRECTORS

TITLE	DPS	<input type="checkbox"/> DELETE
NAME	BAKAR, ISAAC	
STREET ADDRESS	17231 NW MIAMI CT.	
CITY - ST - ZIP	NORTH MIAMI BEACH FL 33169	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ROSENWASSER, CIONA BAKAR	
STREET ADDRESS	17231 NW MIAMI COURT	
CITY - ST - ZIP	NORTH MIAMI BEACH FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	ROSENWASSER, ROBERT VICTOR	
STREET ADDRESS	17231 NW MIAMI COURT	
CITY - ST - ZIP	NORTH MIAMI BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: *Isaac Bakar* DATE: **4/30/97** **65-0457337**

CR2E034 (9/96)