

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

FILED
May 08 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 17231 NW MIAMI CT. NORTH MIAMI BEACH FL 33169		2a. Mailing Address P.O. BOX 64111 MIAMI FL 33164		3. Date Incorporated or Qualified 01/10/1994	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 65-0457337	Applied For <input type="checkbox"/> Not Applicable
24 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

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 BAKAR, ISAAC		
				82 Street Address (P.O. Box Number is Not Acceptable) 250 187 ST		
				83 MIAMI		
				84 City MIAMI	85 State FL	86 Zip Code 33160

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: *Rose Baker* DATE: **4/27/98**

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 DPS	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BAKAR, ISAAC		1.2 NAME	
STREET ADDRESS 17231 NW MIAMI CT.		1.3 STREET ADDRESS	
CITY-ST-ZIP NORTH MIAMI BEACH FL 33169		1.4 CITY-ST-ZIP	
TITLE T	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ROSENWASSER, CIONA BAKAR		2.2 NAME	
STREET ADDRESS 17231 NW MIAMI COURT		2.3 STREET ADDRESS	
CITY-ST-ZIP NORTH MIAMI BEACH FL		2.4 CITY-ST-ZIP	
TITLE VP	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ROSENWASSER, ROBERT VICTOR		3.2 NAME	
STREET ADDRESS 17231 NW MIAMI COURT		3.3 STREET ADDRESS	
CITY-ST-ZIP NORTH MIAMI BEACH FL		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	

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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: *Rose Baker* DATE: **4/27/98** **205-622-1190**

CR2E034 (10/97)