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May 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000016206 (2)

1. Corporation Name
U.S.A. PROEXI, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1067 BRIAR RIDGE ROAD WESTON FL 33327 US		Mailing Address 1067 BRIAR RIDGE ROAD WESTON FL 33327 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 10253 NW 53 ST 23 City & State SUNRISE, FL. 24 Zip 33351 25 Country USA		2a. Mailing Address 26 Suite, Apt. #, etc. 27 10253 NW 53 ST 28 City & State SUNRISE, FL 29 Zip 33351 30 Country USA	
9. Name and Address of Current Registered Agent DE PAZ, ORLANDO 1067 BRIAR RIDGE ROAD WESTON FL 33327		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 10253 NW 53 ST 83 84 City SUNRISE 85 Zip Code FL 33351	

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 to which it applies) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	11 TITLE	12 NAME
STREET ADDRESS	CITY - ST - ZIP	13 STREET ADDRESS	14 CITY - ST - ZIP
TITLE	NAME	21 TITLE	22 NAME
STREET ADDRESS	CITY - ST - ZIP	23 STREET ADDRESS	24 CITY - ST - ZIP
TITLE	NAME	31 TITLE	32 NAME
STREET ADDRESS	CITY - ST - ZIP	33 STREET ADDRESS	34 CITY - ST - ZIP
TITLE	NAME	41 TITLE	42 NAME
STREET ADDRESS	CITY - ST - ZIP	43 STREET ADDRESS	44 CITY - ST - ZIP
TITLE	NAME	51 TITLE	52 NAME
STREET ADDRESS	CITY - ST - ZIP	53 STREET ADDRESS	54 CITY - ST - ZIP
TITLE	NAME	61 TITLE	62 NAME
STREET ADDRESS	CITY - ST - ZIP	63 STREET ADDRESS	64 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 _____

CP2E034 (10/97)