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Mar 04 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 # P94000046688 (5)

1. Corporation Name

MEGANETWORK U.S.A., INC.



Principal Place of Business

2828 E. COMMERCIAL BLVD.
SUITE 507
FT. LAUDERDALE FL 33308
US

Mailing Address

415 SW 19 RD
MIAMI FL 33129

2. Principal Place of Business

21 7491 W. Oakland Pk Blvd

22 Suite Apt. # etc.
suite 307

23 City & State
Lauderhill FL

24 Zip
33319

25 Country
USA

2a. Mailing Address

26 same as 2.

27 Suite Apt. # etc.

28 City & State

29 Zip
30 Country

3. Date Incorporated or Qualified

06/22/1994

3a. Date of Last Report

06/14/1996

4. FEI Number

65-0500129

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

9. Name and Address of Current Registered Agent

DI MASE, LUIGI
415 SW 19 RD
MIAMI FL 33129

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Applicable)

11785 NW 54th St

83

84 City Plantation

FL

85 Zip Code 33325

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 type: The printed name of registered agent and the (if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME DI MASE, LUIGI
STREET ADDRESS 415 SW 19 RD
CITY-ST-ZIP MIAMI FL 33129

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS 11785 NW 54th St
1.4 CITY-ST-ZIP Plantation FL 33325

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 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 any attachment with an address.

SIGNATURE:

SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)