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Apr 08 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 # P94000049101 (6)

1. Corporation Name
MALCOLM COLE U.S.A., INC.



Principal Place of Business

3200 S. ANDREWS AVE.
SUITE 101
FT. LAUDERDALE FL 33316

Mailing Address

3200 S. ANDREWS AVE.
SUITE 101
FT. LAUDERDALE FL 33316-4121

3. Date Incorporated or Qualified
06/27/1994

3a. Date of Last Report
01/26/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

4. FEI Number

65-0503655

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

GRAHAM, JONATHAN
3200 SOUTH ANDREWS AVE.
SUITE 101
FT. LAUDERDALE FL 33316

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
D	GRAHAM, JONATHAN	3200 S. ANDREWS AVE. #101	FT. LAUDERDALE F;	<input type="checkbox"/>
VPD	MAYER, TOWNSEND E.	3200 S. ANDREWS AVE. #101	FT. LAUDERDALE FL	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	Change	Addition
1.1	1.2	1.3	1.4	<input type="checkbox"/>	<input type="checkbox"/>
2.1	2.2	2.3	2.4	<input type="checkbox"/>	<input type="checkbox"/>
3.1	3.2	3.3	3.4	<input type="checkbox"/>	<input type="checkbox"/>
4.1	4.2	4.3	4.4	<input type="checkbox"/>	<input type="checkbox"/>
5.1	5.2	5.3	5.4	<input type="checkbox"/>	<input type="checkbox"/>
6.1	6.2	6.3	6.4	<input type="checkbox"/>	<input type="checkbox"/>

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 addendum with an address.

SIGNATURE: 04/02/97 954-961-3678
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)