

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

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Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000061141 (5)

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

Principal Place of Business 3471 NORTH FEDERAL HWY SUITE 606 FT. LAUDERDALE FL 33306 US	Mailing Address 3471 NORTH FEDERAL HWY SUITE 606 FT. LAUDERDALE FL 33306-1052 US
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3. Date Incorporated or Qualified 08/18/1994	3a. Date of Last Report 08/14/1996
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2. Principal Place of Business 21 2455 E. SUNRISE BLVD. Suite, Apt. #, etc. 22 SUITE 309 City & State 23 FORT LAUDERDALE, FL. Zip 24 33304	2a. Mailing Address 26 2455 E. SUNRISE BLVD. Suite, Apt. #, etc. 27 SUITE 309 City & State 28 FORT LAUDERDALE, FL. Zip 29 33304 Country 30 BROWARD	4. FEI Number 65-0516332 Applied For Not Applicable	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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9. Name and Address of Current Registered Agent

COVEN, DAVID A
5310 N.W. 33RD AVE.
SUITE 100
FT. LAUDERDALE FL 33309

10. Name and Address of New Registered Agent

81 Name DAVID A. COVEN, PA.	82 Street Address (P.O. Box Number is Not Acceptable) 800 W. CYPRESS CREEK RD., SUITE 502	83	84 City FORT LAUDERDALE	85 Zip Code FL 33309
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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 DAVID A. COVEN, PA.

4/18/97

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 D	NAME EASTMAN, JEAN	STREET ADDRESS 5310 N.W. 33RD AVE., SUITE 100	CITY-ST-ZIP FT. LAUDERDALE FL 33309	<input type="checkbox"/> DELETE
TITLE D	NAME ZIMMERMAN, BARRY	STREET ADDRESS 3471 NORTH FEDERAL HWY #606	CITY-ST-ZIP FORT LAUDERDALE FL	<input checked="" type="checkbox"/> DELETE
TITLE D	NAME EASTMAN, JEAN	STREET ADDRESS 3471 NORTH FEDERAL HWY #606	CITY-ST-ZIP FORT LAUDERDALE FL	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	DIRECTOR
3.3 STREET ADDRESS	JEAN EASTMAN
3.4 CITY-ST-ZIP	2455 E. SUNRISE BLVD., SUITE 309
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	DIRECTOR
4.3 STREET ADDRESS	DEBBIE A. VALLIER
4.4 CITY-ST-ZIP	2455 E. SUNRISE BLVD., SUITE 309
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 an attachment with an address.

SIGNATURE:

DAVID A. COVEN, PA. (JEAN EASTMAN) 4-18-97 1054 515-1940

CR2E034 (9/96)