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Apr 01 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 # P95000009089 (0)

1. Corporation Name
SUNSEEKER USA, INC.

Principal Place of Business
200 EAST LAS OLAS BLVD.
SUITE 1800
FT. LAUDERDALE FL 33301

Mailing Address
200 EAST LAS OLAS BLVD.
SUITE 1800
FT. LAUDERDALE FL 33301



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/30/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0567900	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent BRINKLEY, W. MICHAEL 200 EAST LAS OLAS BLVD. SUITE 1800 FT. LAUDERDALE FL 33301				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D
NAME	SQUIBB, MARY	1.2 NAME	BRINKLEY, W. MICHAEL
STREET ADDRESS	200 EAST LAS OLAS BLVD.	1.3 STREET ADDRESS	200 EAST LAS OLAS BLVD., SUITE 1800
CITY-ST-ZIP	FT. LAUDERDALE FL 33301	1.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33301
TITLE	D	2.1 TITLE	PRESIDENT
NAME	FACKRELL, ROBERT	2.2 NAME	SQUIBB, MARY
STREET ADDRESS	200 EAST LAS OLAS BLVD.	2.3 STREET ADDRESS	200 EAST LAS OLAS BLVD., SUITE 1800
CITY-ST-ZIP	FT. LAUDERDALE FL 33301	2.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33301
TITLE		3.1 TITLE	SECRETARY
NAME		3.2 NAME	FACKRELL, ROBERT
STREET ADDRESS		3.3 STREET ADDRESS	200 EAST LAS OLAS BLVD., SUITE 1800
CITY-ST-ZIP		3.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33301
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 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:

2/9/98

CR2E034 (10/97)