


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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1997 JUN -3 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1996 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P95000060418 (7)**

1. Corporation Name
USA BENEFITS GROUP, INC.

Principal Place of Business C/O RISK RETENTION MANAGEMENT, INC. 2033 WOOD STREET, SUITE 200 SARASOTA FL 34237	Mailing Address C/O RISK RETENTION MANAGEMENT, INC. 2033 WOOD STREET, SUITE 200 SARASOTA FL 34237
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3. Date Incorporated or Qualified 08/04/1995	3a. Date of Last Report 9/96
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2. Principal Place of Business 21 USA Benefits Group, Inc. Suite, Apt. #, etc. Suite 950 22 515 E. Las Olas Blvd. City & State 23 Ft. Lauderdale, FL Zip Country 24 33301 25 Broward	2a. Mailing Address 26 515 E. Las Olas Blvd. Suite, Apt. #, etc. Suite 950 27 Suite 950 City & State 28 Ft. Lauderdale, FL Zip Country 29 33301 30 Broward
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4. FEI Number 65-0609711	Applied For <input type="checkbox"/> 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 type="checkbox"/> No	

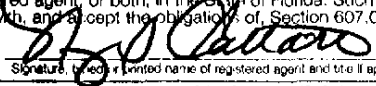
9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**BYERS, KELLY
C/O RISK RETENTION MANAGEMENT, INC.
2033 WOOD STREET, SUITE 200
SARASOTA FL 34237**

81 Name Joel R. Lavender
82 Street Address (P.O. Box Number is Not Acceptable) 507 S.E. 11th Court
83
84 City Ft. Lauderdale
85 Zip Code FL 33316

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 obligation of, Section 607.0505, Florida Statutes.

SIGNATURE  DATE **5/1/97**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input type="checkbox"/> DELETE	1. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME BLOCKER, MARK		12 NAME	
STREET ADDRESS 515 E. Las Olas Blvd. #950		13 STREET ADDRESS	
CITY-ST-ZIP Ft. Lauderdale, FL 33301		14 CITY-ST-ZIP	
TITLE SD	<input type="checkbox"/> DELETE	2. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME NUTTER, GARY		22 NAME	
STREET ADDRESS 515 E. Las Olas Blvd. #950		23 STREET ADDRESS	
CITY-ST-ZIP Ft. Lauderdale, FL 33301		24 CITY-ST-ZIP	
TITLE TD	<input type="checkbox"/> DELETE	3. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME CATTARO, NANCY		32 NAME	
STREET ADDRESS 515 E. Las Olas Blvd. #950		33 STREET ADDRESS	
CITY-ST-ZIP Ft. Lauderdale, FL 33301		34 CITY-ST-ZIP	
TITLE Ex.VP	<input type="checkbox"/> DELETE	4. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME HARRIS, G. WAYNE		42 NAME	
STREET ADDRESS 515 E. Las Olas Blvd. #950		43 STREET ADDRESS	
CITY-ST-ZIP Ft. Lauderdale, FL 33301		44 CITY-ST-ZIP	
TITLE VP & Counsel	<input type="checkbox"/> DELETE	5. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME HARKAVY, JONATHAN		52 NAME	
STREET ADDRESS 515 E. Las Olas Blvd. #950		53 STREET ADDRESS	
CITY-ST-ZIP Ft. Lauderdale, FL 33301		54 CITY-ST-ZIP	
TITLE 	<input type="checkbox"/> DELETE	6. 1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME 		62 NAME	
STREET ADDRESS 		63 STREET ADDRESS	
CITY-ST-ZIP 		64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date **5/1/97** Daytime Phone # **937-525-1776 X2185**

CR2E034 (12/95)