

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
Jun 19 1997 8:00am  
Secretary of State

DOCUMENT # P95000062654 (5)

1. Corporation Name  
CUORE USA, CORP.

Principal Place of Business  
ROTH & MILNE  
9350 SOUTH DIXIE HIGHWAY PH2  
MIAMI FL 33156

Mailing Address  
ROTH & MILNE  
9350 SOUTH DIXIE HIGHWAY PH2  
MIAMI FL 33156-2945

|                                                                                                                                                      |                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 3. Date Incorporated or Qualified<br>08/14/1995                                                                                                      | 3a. Date of Last Report<br>01/29/1996 |
| 4. FEI Number<br>65-0621056                                                                                                                          | Applied For<br>Not Applicable         |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                            | \$8.75 Additional<br>Fee Required     |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                   | \$5.00 May Be<br>Added to Fees        |
| 8. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes. <input type="checkbox"/> Yes <input type="checkbox"/> No |                                       |

|                                |                         |
|--------------------------------|-------------------------|
| 2. Principal Place of Business | 2a. Mailing Address     |
| 21. Suite, Apt. #, etc.        | 26. Suite, Apt. #, etc. |
| 22. City & State               | 27. City & State        |
| 23. Zip                        | 28. Zip                 |
| 24. Country                    | 29. Country             |
| 25. Country                    | 30. Country             |

9. Name and Address of Current Registered Agent  
ROTH, LEONARDO A  
9350 SOUTH DIXIE HIGHWAY  
PH2  
MIAMI FL 33156

|                                                        |
|--------------------------------------------------------|
| 10. Name and Address of New Registered Agent           |
| 81. Name                                               |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. City                                               |
| 84. City                                               |
| 85. Zip Code                                           |

11. Pursuant to the provisions of Sections 607.050 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 607.050, Florida Statutes.

SIGNATURE: *Leonardo A. ROTH* DATE: 6/16/97

| 12. OFFICERS AND DIRECTORS |                                      |
|----------------------------|--------------------------------------|
| TITLE                      | PVST <input type="checkbox"/> DELETE |
| NAME                       | LITIA, OSVALDO E                     |
| STREET ADDRESS             | MUNIZ 566, BUENOS AIRES 1234         |
| CITY-ST-ZIP                | ARGENTINA                            |
| TITLE                      | D <input type="checkbox"/> DELETE    |
| NAME                       | LITIA, OSVALDO E                     |
| STREET ADDRESS             | MUNIZ 566, BUENOS AIRES 1234         |
| CITY-ST-ZIP                | ARGENTINA                            |
| TITLE                      | <input type="checkbox"/> DELETE      |
| NAME                       |                                      |
| STREET ADDRESS             |                                      |
| CITY-ST-ZIP                |                                      |
| TITLE                      | <input type="checkbox"/> DELETE      |
| NAME                       |                                      |
| STREET ADDRESS             |                                      |
| CITY-ST-ZIP                |                                      |
| TITLE                      | <input type="checkbox"/> DELETE      |
| NAME                       |                                      |
| STREET ADDRESS             |                                      |
| CITY-ST-ZIP                |                                      |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
|-------------------------------------------------------|-------------------------------------------------------------------|
| 11. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12. NAME                                              |                                                                   |
| 13. STREET ADDRESS                                    |                                                                   |
| 14. CITY-ST-ZIP                                       |                                                                   |
| 21. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22. NAME                                              |                                                                   |
| 23. STREET ADDRESS                                    |                                                                   |
| 24. CITY-ST-ZIP                                       |                                                                   |
| 31. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 32. NAME                                              |                                                                   |
| 33. STREET ADDRESS                                    |                                                                   |
| 34. CITY-ST-ZIP                                       |                                                                   |
| 41. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 42. NAME                                              |                                                                   |
| 43. STREET ADDRESS                                    |                                                                   |
| 44. CITY-ST-ZIP                                       |                                                                   |
| 51. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 52. NAME                                              |                                                                   |
| 53. STREET ADDRESS                                    |                                                                   |
| 54. CITY-ST-ZIP                                       |                                                                   |
| 61. TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 62. NAME                                              |                                                                   |
| 63. STREET ADDRESS                                    |                                                                   |
| 64. 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)(b), 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: *Leonardo A. ROTH* DATE: 6/16/97 (305) 670-9994

CR2E034 (9/96)