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Apr 29 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000062785 (7)

1. Corporation Name

U.S. PROPERTY DEVELOPMENTS INC.

Principal Place of Business

438 ST. ARMANDS CIRCLE  
#D-2  
SARASOTA FL 34236  
US

Mailing Address

7142 BENEVA ROAD  
ACCOUNTS DEPT. 2  
SARASOTA FL 34238  
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	08/14/1995
22 City & State	27 City & State	4. FEI Number
23 Zip	28 Zip	65-0614441
24 Country	29 Country	Applied For
25	30	Not Applicable

9. Name and Address of Current Registered Agent

STEVENS, DANNY  
438 ST. ARMANDS CIRCLE  
#D-2  
SARASOTA FL 34236

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83 City	84 State	85 Zip Code
ROGER GRAHAME	438 ST ARMANDS CIRCLE	SARASOTA	FLORIDA	34236

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

*Roger Graham*

24-3-98

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPS	11 TITLE	ROGER GRAHAME D.P.S.
NAME	GARY PERKINS, A/K/A LORD KNIGHTSBROOK	12 NAME	
STREET ADDRESS	438 ST. ARMANDS CIRCLE, #D-2	13 STREET ADDRESS	438 ST ARMANDS CIRCLE
CITY-ST-ZIP	SARASOTA FL 34236	14 CITY-ST-ZIP	SARASOTA FLORIDA 34236
TITLE	D	2.1 TITLE	
NAME	STEVENS, DANNY	2.2 NAME	
STREET ADDRESS	438 ST. ARMANDS CIRCLE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34236	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	D
NAME		3.2 NAME	TOM STEVENS
STREET ADDRESS		3.3 STREET ADDRESS	438 ST ARMANDS CIRCLE
CITY-ST-ZIP		3.4 CITY-ST-ZIP	SARASOTA FLORIDA 34236
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:

*Roger Graham*

24-3-98

(741) 975 7653

CR2E034 (10/97)