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Feb 06 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000092008 (8)

1. Corporation Name
U.S. INTERNATIONAL REAL ESTATE, INC.



Principal Place of Business
536 SW ASTER RD
PORT ST LUCIE FL 34953

Mailing Address
536 SW ASTER RD
PORT ST LUCIE FL 34953-2903

3. Date Incorporated or Qualified
11/30/1995
3a. Date of Last Report
05/01/1996

2. Principal Place of Business

2a. Mailing Address

21 556 SE Port St Lucie Blvd
Suite, Apt. #, etc.

26 556 SE Port St Lucie Blvd
Suite, Apt. #, etc.

22 City & State
Port St Lucie, Florida

27 City & State
Port St Lucie, Florida

23 Zip Country
34984 St Lucie

28 Zip Country
34984 St Lucie

24 34984 25 St Lucie

29 34984 30 St Lucie

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PHILIPP, MARK E
536 SW ASTER RD
PORT ST LUCIE FL 34953

81 Name MARK E Philipp
82 Street Address (P.O. Box Number is Not Acceptable)
556 SE Port St Lucie Blvd
83 Port St Lucie, FL
84 Port St Lucie, FL 85 Zip Code 34984

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)