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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P96000003667 (8)

1. Corporation Name

U.S.A. BUYING OFFICE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 3400 N.E. 192ND STREET #605 AVENTURA FL 33180		Mailing Address 3400 N.E. 192ND STREET #605 AVENTURA FL 33180	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	SUITE #605	27	SUITE #605
23	City & State	28	City & State
24	Zip	29	Country
25	Country	30	Zip
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
BLACHMAN, GUSTAVO 3400 N.E. 192ND STREET #605 AVENTURA FL 33180		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 SUITE #605 84 City 85 Zip Code FL	

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	PT	1.1 TITLE	
NAME	BLACHMAN, GUSTAVO	1.2 NAME	
STREET ADDRESS	3400 N.E. 192ND STREET #605	1.3 STREET ADDRESS	SUITE #605
CITY-ST-ZIP	AVENTURA FL 33180	1.4 CITY-ST-ZIP	
TITLE	VPS	2.1 TITLE	
NAME	BLACHMAN, MARINA	2.2 NAME	
STREET ADDRESS	3400 N.E. 192ND STREET #605	2.3 STREET ADDRESS	SUITE #605
CITY-ST-ZIP	AVENTURA FL 33180	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
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 attached statement with an address.

SIGNATURE:

[Signature] Gustavo Blachman 1/26/98 931-7055

CR2E034 (10/97)