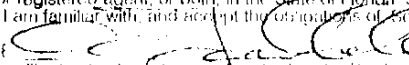


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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May 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000051086 (2) 1. Corporation Name PRO ONE USA, INC.			
Principal Place of Business 4360 NORTHLAKE BOULEVARD SUITE 205 PALM BEACH GARDENS FL 33410		Mailing Address 4360 NORTHLAKE BOULEVARD SUITE 205 PALM BEACH GARDENS FL 33410	
2. Principal Place of Business 21 MAYFAIR LN 22 Suite, Apt. #, etc. 23 BOYNTON BEACH FL 24 Zip 33462 25 Country USA		2a. Mailing Address 26 958 S. DIXIE HWY. 27 Suite, Apt. #, etc. 28 LANTANA FL 29 Zip 33462 30 Country USA	
9. Name and Address of Current Registered Agent WASHOFKY, MARTIN E EA P.A. 4360 NORTHLAKE BOULEVARD SUITE 205 PALM BEACH GARDENS FL 33410		10. Name and Address of New Registered Agent 81 Name ANNE JAAKKOLA 82 Street Address (P.O. Box Number is Not Acceptable) 958 SO DIXIE HWY. 83 84 City LANTANA FL 85 Zip Code 33462	
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:  DATE: 4/24/98 (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS TITLE PD NAME HACKSPIK, MARKKU STREET ADDRESS 4360 NORTHLAKE BOULEVARD, SUITE 205 CITY-ST-ZIP PALM BEACH GARDENS FL 33410 [] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE TITLE NAME STREET ADDRESS CITY-ST-ZIP [] DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE [X] Change [] Addition 1.2 NAME 1.3 STREET ADDRESS MAYFAIR LN 1.4 CITY-ST-ZIP BOYNTON BEACH, FL 33462 2.1 TITLE [] Change [] Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE [] Change [] Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE [] Change [] Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE [] Change [] Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE [] Change [] Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	



DO NOT WRITE IN THIS SPACE

SIGNATURE:

MARKKU HACKSPIK

4/24/98

CR2E034 (10/97)