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May 12 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 # P96000078719 (7)

1. Corporation Name
TIMESHARE U.S.A., INC.

Principal Place of Business
6363 NW 6TH WAY STE 210
FORT LAUDERDALE FL 33309

Mailing Address
6363 NW 6TH WAY STE 210
FORT LAUDERDALE FL 33309-6136



2. Principal Place of Business

21 43 NORTH FEDERAL HWY
Suite, Apt. #, etc.

22 SUITE 105
City & State

23 POMPANO BEACH FL
Zip

24 33062-4304 Country USA

2a. Mailing Address

26 43 NORTH FEDERAL HWY
Suite, Apt. #, etc.

27 SUITE 105
City & State

28 POMPANO BEACH FL
Zip

29 33062-4304 Country USA

3. Date Incorporated or Qualified
09/23/1996

3a. Date of Last Report
N/A

4. FEI Number

65-0700399

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

COLEMAN, ANTHONY G JR.
6363 NW 6TH WAY STE 210
FORT LAUDERDALE FL 33309

10. Name and Address of New Registered Agent

81 Name STEVEN HOFFMAN

82 Street Address (P.O. Box Number is Not Acceptable)
43 NORTH FEDERAL HIGHWAY

83 SUITE 105

84 City POMPANO BEACH FL 85 Zip Code 33062

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

TITLE D
NAME COLEMAN, ANTHONY G JR.
STREET ADDRESS 6363 NW 6TH WAY STE 210
CITY-ST-ZIP FORT LAUDERDALE FL 33309

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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STREET ADDRESS
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TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE DIRECTOR
12 NAME STEVEN HOFFMAN
13 STREET ADDRESS 43 N FED HWY #105
14 CITY-ST-ZIP POMPANO BCH FL 33062

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE
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)(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

4/29/97

888-942-5577

CR2E034 (9/96)