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Apr 23 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 # P96000080956 (1)

1. Corporation Name

CANSTAR (U.S.A.), INC.

Principal Place of Business

6902 N KENDALL DRIVE STE 402
PINECREST FL 33156

Mailing Address

6902 N KENDALL DRIVE STE 402
PINECREST FL 33156



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21 3162 COMMODORE PLAZA	26 3162 COMMODORE PLAZA		
22 A-1	27 A-1		
23 MIAMI, FLORIDA	28 MIAMI, FLORIDA		
24 33133	29 33133		
25 USA	30 USA		

9. Name and Address of Current Registered Agent

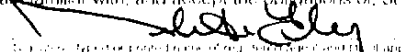
EMBURY, PAUL
6902 N KENDALL DRIVE STE 402
PINECREST FL 33156

10. Name and Address of New Registered Agent

81 Name			
82 Street Address (P.O. Box Number is Not Acceptable)	7732 SW 106 STREET		
83			
84 City	PINECREST	85 Zip Code	FL 33156

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

 PAUL EMBURY

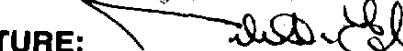
APRIL 13, 1998

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	11 TITLE	P/C/D
NAME	EMBURY, PAUL	12 NAME	EMBURY, PAUL
STREET ADDRESS	6902 N KENDALL DRIVE STE 402	13 STREET ADDRESS	7732 SW 106 STREET
CITY - ST - ZIP	PINECREST FL 33156	14 CITY - ST - ZIP	PINECREST, FL 33156
TITLE		21 TITLE	V
NAME		22 NAME	GAFARO, CESAR
STREET ADDRESS		23 STREET ADDRESS	10361 SW 160 CT
CITY - ST - ZIP		24 CITY - ST - ZIP	MIAMI, FLORIDA 33196
TITLE		31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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:

 PAUL EMBURY

APRIL 13, 1998 (305) 666-3131

CR2E034 (10/97)