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FILED
Jun 15 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 # P97000006718 (5)
1. Corporation Name
U-KEY U.S.A. INC.



Principal Place of Business
200 S. BISCAYNE BLVD., STE. 4815
MIAMI FL 33131

Mailing Address
200 S. BISCAYNE BLVD., STE. 4815
MIAMI FL 33131

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc
22 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc
27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

SALUSSOLIA, PIERO
200 S. BISCAYNE BLVD., STE. 4815
MIAMI FL 33131

3. Date Incorporated or Qualified

01/23/1997

4. F.E.T. Number

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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 (Type or printed name of registrant. Corporate and fiduciary only)

(NOTE: Registered Agent signature required when re-issuing)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME RIPANI, DINO
STREET ADDRESS 200 S. BISCAYNE BLVD., STE. 4815
CITY-ST-ZIP MIAMI FL 33131

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
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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 P/D/S/T Change Addition

1.2 NAME RIPANI, DINO
1.3 STREET ADDRESS 200 S. Biscayne Blvd. Suite 4815
1.4 CITY-ST-ZIP Miami, FL 33131

2.1 TITLE AS Change Addition

2.2 NAME Grygiel, Nancy
2.3 STREET ADDRESS 200 S. Biscayne Blvd. Suite 4815
2.4 CITY-ST-ZIP Miami, FL 33131

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

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6/15

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 in an attachment with an address.

SIGNATURE *[Signature]* Attorney-in-fact *[Signature]* (305) 373-7016

CR2E034 (10/97)