

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

FILED

Feb 11 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 # **P97000016840 (5)**

1. Corporation Name
US BENEFITS, INC.

Principal Place of Business
**STE. 103, 5801 PELICAN BAY BLVD.
NAPLES FL 34108**

Mailing Address
**STE. 103, 5801 PELICAN BAY BLVD.
NAPLES FL 34108**

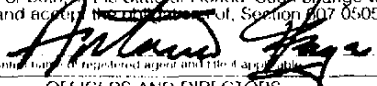


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 375 12th ave., S. Suite, Apt #, etc. 22 City & State 23 Naples, FL Zip 24 34102 Country 25 US		2a. Mailing Address 26 375 12th Ave., S. Suite, Apt #, etc. 27 City & State 28 Naples, FL Zip 29 34102 Country 30 US		3. Date Incorporated or Qualified 02/21/1997	
		4. FEI Number 59-3490700		Applied For Not Applicable	
		6. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent FILINGS, INC. 3732 N.W. 16TH STREET FT. LAUDERDALE FL 33311-4132		10. Name and Address of New Registered Agent 81 Name Antonio Faga, Esquire 82 Street Address (P.O. Box Number is Not Acceptable) 375 12th Ave., S. 83 84 City Naples FL 85 Zip Code 34102	
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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 responsibility of, Section 607.0505, Florida Statutes.

SIGNATURE  DATE **2/4/98**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D
NAME	BULLOCK, ROBERT	1.2 NAME	Bullock, Robert
STREET ADDRESS	STE. 103, 5801 PELICAN BAY BLVD.	1.3 STREET ADDRESS	375 12th Ave, S
CITY-ST-ZIP	NAPLES FL 34108	1.4 CITY-ST-ZIP	Naples, FL 34102
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		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 in my attachment with an address.

SIGNATURE:  DATE **2/4/98**

CR2E034 (1097)