

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

FILED
May 13 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 # P97000042815 (5)
1. Corporation Name
USA CULTURE INC.

Principal Place of Business
615 DORY LANE, APT.102
ALTAMONTE SPRINGS FL 32714

Mailing Address
615 DORY LANE, APT.102
ALTAMONTE SPRINGS FL 32714



DO NOT WRITE IN THIS SPACE

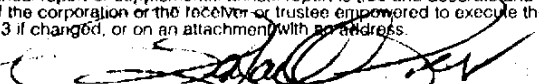
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/12/1997	
21		26		4. FEI Number 59-3447055	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip		Zip			
24		29			
Country		Country			
9. Name and Address of Current Registered Agent PEREZ, RAFAEL O 615 DORY LANE, APT.102 ALTAMONTE SPRINGS FL 32714				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, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reinstating)		DATE									
12. OFFICERS AND DIRECTORS								13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12							
TITLE				D				1.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME				PEREZ, RAFAEL O				1.2 NAME							
STREET ADDRESS				615 DORY LANE, APT.102				1.3 STREET ADDRESS							
CITY-ST-ZIP				ALTAMONTE SPRINGS FL 32714				1.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				2.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME								2.2 NAME							
STREET ADDRESS								2.3 STREET ADDRESS							
CITY-ST-ZIP								2.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				3.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME								3.2 NAME							
STREET ADDRESS								3.3 STREET ADDRESS							
CITY-ST-ZIP								3.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				4.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME								4.2 NAME							
STREET ADDRESS								4.3 STREET ADDRESS							
CITY-ST-ZIP								4.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				5.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME								5.2 NAME							
STREET ADDRESS								5.3 STREET ADDRESS							
CITY-ST-ZIP								5.4 CITY-ST-ZIP							
TITLE				<input type="checkbox"/> DELETE				6.1 TITLE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
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 on an attachment with an address.

SIGNATURE:



4/14/98

(407) 876-7689
(407) 876-6944

CR2E034 (1097)