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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999 	FLORIDA DEPARTMENT OF STATE Katherine Harr Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # P97000042815 ✓ 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	
21 9130 Lingwood Trail		26 9130 Lingwood Trail		05/12/1997	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
				59-3447055	
23 City & State		28 City & State		5. Certificate of Status Desired	
Orlando, FLORIDA		Orlando, FLORIDA		<input type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip		29 Zip		6. Election Campaign Financing	
32817		32817		Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25 Country		30 Country		8. This corporation owes the current year intangible	
USA		USA		Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
PEREZ, RAFAEL O 615 DORY LANE, APT.102 ALTAMONTE SPRINGS FL 32714				81 Name RAFAEL O. PEREZ	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83 9130 Lingwood Trail	
				84 City Orlando	
				FL 85 Zip Code 32817	

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	
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		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 on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

6/08/99 (407) 678-1420

CR2E034 (11/98)