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

PROFIT CORPORATION ANNUAL REPORT **1998**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
98 JUL 21 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000046163 (6)

1. Corporation Name
MSM USA INC.

Principal Place of Business
15 SUNSHINE BOULEVARD
ORMOND BEACH, FL 32174

Mailing Address
777 S. FIGUEROA STREET
SUITE 2700
LOS ANGELES, CA 90017

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/23/1997

2. Principal Place of Business (21): 15 SUNSHINE BOULEVARD
2a. Mailing Address (26): 777 S. Figueroa Street
Suite, Apt. #, etc. (22):
Suite, Apt. #, etc. (27): 2700
City & State (23): ORMOND BEACH, FL
City & State (28): Los Angeles, CA
Zip (24): 32174 Country (25): USA
Zip (29): 90017 Country (30): USA

4. FEI Number: 65-075-4879 [ ] 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

9. Name and Address of Current Registered Agent
INTRASTATE REGISTERED AGENT CORPORATION
701 BRICKELL AVE., SUITE 3000
MIAMI, FL 33131

10. Name and Address of New Registered Agent
81 Name: CORPORATION SERVICE COMPANY
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83
84 City: Tallahassee 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: Gail Shelby, as agent 7-20-98
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	[ ] DELETE	1.1 TITLE	DP [ ] Change [X] Addition
NAME		1.2 NAME	STEFANO COCCIA
STREET ADDRESS		1.3 STREET ADDRESS	Via Roma, n. 104
CITY-ST-ZIP		1.4 CITY-ST-ZIP	31020 San Vendemiano (TV), Italy
TITLE	[ ] DELETE	2.1 TITLE	DVP [ ] Change [X] Addition
NAME		2.2 NAME	MAURO COCCIA
STREET ADDRESS		2.3 STREET ADDRESS	Via Roma, n. 104
CITY-ST-ZIP		2.4 CITY-ST-ZIP	31020 San Vendemiano (TV), Italy
TITLE	[ ] DELETE	3.1 TITLE	DT [ ] Change [X] Addition
NAME		3.2 NAME	MARINO DE MARCHI
STREET ADDRESS		3.3 STREET ADDRESS	Via Roma, n. 104
CITY-ST-ZIP		3.4 CITY-ST-ZIP	31020 San Vendemiano (TV), Italy
TITLE	[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	6.1 TITLE	[ ] Change [ ] 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: Mauro Coccia STEFANO COCCIA JUNE 30, 1998
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)