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May 13, 1999 8:00 am
Secretary of State

05-13-1999 90020 027 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000057342

1. Corporation Name

TWINS U.S.A., INC. ✓

Principal Place of Business

Mailing Address

3. Date Incorporated or Qualified

JULY 1, 1997

3a. Date of Last Report

2. Principal Place of Business

21

2a. Mailing Address

26 1643 BRICKELL AVENUE

4. FEI Number

58-2334507 ✓

Applied For

Not Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

27 APT. 3105

5. Certificate of Status Desired

\$8.75 Additional Fee Required

City & State

City & State

28 MIAMI, FL

6. Election Campaign Financing

\$5.00 May Be

Zip

Country

Zip

Country

29 33129

30

Trust Fund Contribution

Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CHARLOTTE E. FORREST, NOTARY PUBLIC
 C/O INTERNATIONAL CRUISE DUTY FREE INC.
 11091 N.W. 27 STREET #210
 MIAMI, FL 33172

81 Name CHARLOTTE E. PROBST, NOTARY PUBLIC

82 Street Address (P.O. Box Number is Not Acceptable)
 C/O INTERNATIONAL CRUISE DUTY FREE INC.

83 11091 N.W. 27 ST # 210

84 City MIAMI

FL

85 Zip Code 33172

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 *Charlotte E. Probst* (Charlotte E. Probst)

04/23/99

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PSD DELETE
 NAME PATRIZIO CLERICI
 STREET ADDRESS 1643 BRICKELL AVE., APT. 3105
 CITY - ST - ZIP MIAMI, FL 33129

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY - ST - ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY - ST - ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY - ST - ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY - ST - ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY - ST - ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY - ST - ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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, 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 an attachment with an address.

SIGNATURE:

Patrizio Clerici

PATRIZIO CLERICI

04/23/99

305/716-9993

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)