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Jul 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000071243 (4) NC 4/22/98

1. Corporation Name
SOFISEB U.S.A., INC.

Principal Place of Business 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480	Mailing Address 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480
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2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent MINTMIRE, DONALD F 265 SUNRISE AVENUE SUITE 204 PALM BEACH FL 33480	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
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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 agent 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	President - Director Herve Guidlaume 63 Rue Boulauvilliers 75116 Paris, France	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	President-Director Herve Guidlaume 53 Rue Boulauvilliers 75116 Paris, France
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Jacques Rivet 14, Rue de Lorraine 8500 La Roches/Lyon, France	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Director-Jacques Rivet 14, Rue de Lorraine 8500 La Roches/Lyon, France
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Treasurer Regine Aubry 10, Rue de la Serpentine 44880 Sautron, France	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	Treasurer-Regine Aubry 16, Rue de la Serpentine 44880 Sautron, France
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Secretary Phillippe Olivier 18 Quai du Halleray 44300 Nantes, France	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Secretary Phillippe Olivier 18 Quai du Halleray 44300 Nantes, France
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Dominique Thomas 15, Rue de Reveil 35000 Rennes, France	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	Director-Dominique Thomas 75, Rue de Reveil 35000 Rennes, France
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Dominique Thomas 15, Rue de Reveil 35000 Rennes, France	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	200002603372 -07/31/98--01004--018 ***150.00

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 person authorized to file this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13.

CR2E034 (10/97)