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

PROFIT CORPORATION ANNUAL REPORT

1999 AMENDED

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAR 29 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000076268

1. Corporation Name

PROFILE USA, Inc.

Principal Place of Business	Mailing Address
3920 MILWAUKEE AVE. W. MELBOURNE, FL. 32904	

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 09-03-1997

4. FEI Number: 59-3470706 — [ ] 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 the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

DOROTHY L. McCULLAGH
3920 MILWAUKEE AVE.
W. MELBOURNE, FL 32904

10. Name and Address of New Registered Agent

81 Name: STANLEY SIMKINS
82 Street Address (P.O. Box Number is Not Acceptable): 3920 MILWAUKEE AVE
83
84 City: W MELBOURNE FL 85 Zip Code: 32904

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: STANLEY SIMKINS 28 MAR 99
Signature, type or printed name of registered agent and title if applicable — Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PRESIDENT, SEC. & TREAS. [ ] DELETE	11 TITLE	[ ] Change [ ] Add
NAME	STANLEY SIMKINS	12 NAME	
STREET ADDRESS	3920 MILWAUKEE AVE	13 STREET ADDRESS	
CITY-ST-ZIP	W. MELBOURNE, FL 32904	14 CITY-ST-ZIP	
TITLE	[ ] DELETE	21 TITLE	
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	[ ] DELETE	31 TITLE	[ ] Change [ ] Add
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	[ ] DELETE	41 TITLE	[ ] Change [ ] Add
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	[ ] DELETE	51 TITLE	[ ] Change [ ] Add
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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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: S. SIMKINS 28 MAR 99 407 725-5100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Area Code & Daytime Telephone Number