

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

FILED  
Jun 26 1998 8:00am  
Secretary of State

|                                             |                                                                                   |                                                                                                    |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P97000078771 (7) N/C  
1. Corporation Name  
~~MIAMI PASS CORP.~~  
U.S.A. Business Club Corp 6/24/98

Principal Place of Business  
270 N.W. 86TH PLACE  
MIAMI FL 33126

Mailing Address  
270 N.W. 86TH PLACE  
MIAMI FL 33126

DO NOT WRITE IN THIS SPACE

|                                |                        |                                                                                    |  |                                                                                                                                                                 |  |
|--------------------------------|------------------------|------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |                        | 2a. Mailing Address                                                                |  | 3. Date Incorporated or Qualified<br>09/11/1997                                                                                                                 |  |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. | 4. FEI Number<br>65-0843876                                                        |  | Applied For<br>Not Applicable                                                                                                                                   |  |
| 22 City & State                | 27 City & State        | 5. Certificate of Status Desired <input type="checkbox"/>                          |  | \$8.75 Additional Fee Required                                                                                                                                  |  |
| 23 Zip                         | 28 Zip                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> |  | \$5.00 May Be Added to Fees                                                                                                                                     |  |
| 24 Country                     | 29 Country             | 30                                                                                 |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |

|                                                                                                                                                                       |  |                                                       |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br>CAREAGA, VICTOR A<br>2151 LEJEUNE RD.<br>SUITE 313<br>CORAL GABLES FL 33134<br>270 NW 86th Place<br>Miami FL 33126 |  | 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                                                                                                                                                           |  | FL                                                    |  |

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 Victor Careaga A.  
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                      | S PAEZ, GUILLERMO <input type="checkbox"/> DELETE               | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 270 N.W. 86TH PLACE                                             | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | MIAMI FL 33126                                                  | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                 | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | S BARRAGAN, LEONARDO <input checked="" type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 6751 S.W. 88TH STREET APT. #A-105                               | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | MIAMI FL 33158                                                  | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                 | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE                                 | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                                                 | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                 | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                 | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE                                 | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                                                 | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                 | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                 | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE                                 | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                                                 | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                 | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                 | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE                                 | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> 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 any attachment with an address.

SIGNATURE: [Signature]

CR2E034 (10/97)