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

DOCUMENT # P97000107229 (1)

U.S. CAPITAL FUNDING, INC.

Principal Place of Business

LAKE WORTH FL 33463

4889 LAKE WORTH RD. STE 112

Mailing Address

4889 LAKE WORTH RD. STE 112 LAKE WORTH FL 33463

FILED Feb 27 1998 8:00am Secretary of State



DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 12/22/1997 2. Principal Place of Business 2a. Mailing Address Applied For 65-0803996 21 26 Not Applicable Suite, Apt #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 Trust Fund Contribution Added to Fees Zip Country 8. This corporation owes or has paid the current year Intangible 24 25 30 29 Personal Property Tax due June 30. Yes 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name PAINE, JEFFREY 500 S AUSTRALIAN AVE 82 Street Address (P.O. Box Number is Not Acceptable) SUITE 120 83 **WEST PALM BEACH FL 33401** 64 City 65 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 Signature, typed or printed name of registered agent and title if applicable (NOTE Registered Agent signature required when reinstating) 12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 DELETE TITLE 1.1 TITLE Change X Addition RONALLE LEVY NAME LEVY, RAPHAEL R 1.2 NAME 4009 LAKE WORDH PA STE 112 STREET ADDRESS 4889 LAKE WORTH RD, STE 112 1.3 STREET ADDRESS LAKE WORTH FL 33463 LAKE WOUTH, PL 33463 CITY-ST-ZIP 1.4 CITY-ST-ZIP TITLE DELETE 2.1 TITLE Change Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY-ST-ZIP 2.4 CITY-ST-ZIP DELETE TITLE 3.1 TITLE Change Addition NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADORESS CITY-ST-ZIP 3.4. CITY-ST-ZIP TITLE DELETE 4.1 TITLE Addition NAME 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CiTY-ST-ZIP DELETE TITLE 5.1 TITLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE TITLE 6.1 TITLE Change Addition NAME 6.2 NAME STREET ADDRESS 6.3 STREET ADDRESS CITY-ST-ZIP 6.4 CITY - ST - ZIP

14. Thereby 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:

Poplar R. En Rossian P. Low

2/0/98 521-967-5676

RZE034 (10/97)