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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # P97000108308

1. Corporation Name
BUY-SELL, USA, INC.



Principal Place of Business
 5426 CRAFTS STREET
 NEW PORT RICHEY FL 34652

Mailing Address
 5426 CRAFTS STREET
 NEW PORT RICHEY FL 34652

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/26/1997

2. Principal Place of Business
 21 **2435 US 19 N**

2a. Mailing Address
 26 **2435 US 19 N**

4. FEI Number
APPLIED FOR

Suite, Apt. #, etc.
 22 **670**

Suite, Apt. #, etc.
 27 **670**

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

City & State
 23 **Holiday Fl.**

City & State
 28 **Holiday, Fl.**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

Zip
 24 **34691**

Country

Zip
 29 **34691**

Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WARREN, RICHARD
 4939 FLORAMAR TERR., #906
 NEW PORT RICHEY FL 34652

81 Name **WARDEN, RICHARD**
 82 Street Address (P.O. Box Number is Not Acceptable)
2435 US 19
 83 **# 670**
 84 City **Holiday** FL 85 Zip Code **34691**

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

RICHARD WARREN, TREAS **4-15-99**
 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		
TITLE	D	<input type="checkbox"/> DELETE
NAME	NGUYEN, TIM	
STREET ADDRESS	6753 MILLSTONE DR.	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WARREN, RICHARD	
STREET ADDRESS	4939 FLORAMAR DR.	
CITY-ST-ZIP	NEW PORT RICHEY FL 34652	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	NGUYEN, PATRICIA	
STREET ADDRESS	6753 MILLSTONE DR.	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	NGUYEN, CHON	
STREET ADDRESS	6753 MULLSTONE DR.	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
1.2 NAME	NGUYEN, TIM	
1.3 STREET ADDRESS	8105 MONTGOMERY CT	
1.4 CITY-ST-ZIP	NEW PORT RICHEY, FL. 34651	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
2.2 NAME	WARDEN, RICHARD	
2.3 STREET ADDRESS	1324 SEVEN SPRINGS BLVD #200	
2.4 CITY-ST-ZIP	NEW PORT RICHEY, FL. 34653	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
5.2 NAME	P GUGLIELMO, Joseph	
5.3 STREET ADDRESS	4353 BRONCK CT	
5.4 CITY-ST-ZIP	Hudson, FL. 34657	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
6.2 NAME		
6.3 STREET ADDRESS		
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 an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* **RICHARD WARREN, TREAS** **4/15/99 (227) 934-8596**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)