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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000044520
1. Corporation Name
U.S. RESORT MANAGEMENT, INC.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA



03/02/99 90197 045 \$158.75
DO NOT WRITE IN THIS SPACE

Principal Place of Business: 200 S. WASHINGTON BLVD., STE. 8 SARASOTA FL 34236
Mailing Address: 200 S. WASHINGTON BLVD., STE. 8 SARASOTA FL 34236

21. Principal Place of Business 21 701 MIRROR LAKE DRIVE Suite, Apt. #, etc. 22 SUITE # 307 City & State 23 ST. PETERSBURG, FL. Zip 24 33701	22. Mailing Address 26 701 MIRROR LAKE DRIVE Suite, Apt. #, etc. 27 SUITE # 307 City & State 28 ST. PETERSBURG, FL. Zip 29 33701	30 USA
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3. Date Incorporated or Qualified: 05/15/1998

4. FEI Number: 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

9. Name and Address of Current Registered Agent
HAYASHIZAKI, NOBORU
200 S. WASHINGTON BLVD., STE. 8
SARASOTA FL 34236

10. Name and Address of New Registered Agent

81 Name	HAYASHIZAKI, NOBORU
82 Street Address (P.O. Box Number is Not Acceptable)	701 MIRROR LAKE DRIVE
83	SUITE # 307
84 City	ST. PETERSBURG FL
85 Zip Code	33701

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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: Noboru Hayashizaki DATE: FEBRUARY 8, 1999

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signatures required when relinquishing)

12. OFFICERS AND DIRECTORS

TITLE	PRESIDENT, TREASURER, SECRETARY	<input type="checkbox"/> DELETE
NAME	NOBORU HAYASHIZAKI	
STREET ADDRESS	701 MIRROR LAKE DR. # 307	
CITY-ST-ZIP	ST. P. FL. 33701	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
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 any attachment with an address, with all other like empowered.

SIGNATURE: Noboru Hayashizaki DATE: FEB 8, 1999 (727) 453 2909

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)