

SECOND-NOTICE CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 08/15/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

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PROFIT CORPORATION ANNUAL REPORT 1999



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

FILED

00 JAN -3 PM 5:03

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # P-98000055678
 Corporation Name
 DIRECT SALES USA INC.

Principal Place of Business Mailing Address
 6971 NW 82 Ave. 6971 NW 82 Ave.
 Miami, FL 33166 Miami, FL 33166

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 06-22-98
 4. FEI Number
 65-0845895 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
 7. This corporation owes the current year Intangible Personal Property. Yes No

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GERVASI, ALBERTO
 6971 NW 82 Ave.
 Miami, FL 33166

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code
 FL

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]* DATE 8/26/99
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	<input type="checkbox"/> DELETE D Gervasi, Alberto 6971 NW 82 Ave. Miami, FL 33166	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		1.2 NAME	
CITY-ST-ZIP		1.3 STREET ADDRESS	
TITLE	<input type="checkbox"/> DELETE	1.4 CITY-ST-ZIP	3000003099893-1
NAME		2.1 TITLE	-01/14/00-0198-021
STREET ADDRESS		2.2 NAME	***158.75 ***158.75
CITY-ST-ZIP		2.3 STREET ADDRESS	
NAME	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	
STREET ADDRESS		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		3.2 NAME	
TITLE	<input type="checkbox"/> DELETE	3.3 STREET ADDRESS	
NAME		3.4 CITY-ST-ZIP	
STREET ADDRESS		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		4.2 NAME	
TITLE	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS	
NAME		4.4 CITY-ST-ZIP	
STREET ADDRESS		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		5.2 NAME	
TITLE	<input type="checkbox"/> DELETE	5.3 STREET ADDRESS	
NAME		5.4 CITY-ST-ZIP	
STREET ADDRESS		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		6.2 NAME	
TITLE	<input type="checkbox"/> DELETE	6.3 STREET ADDRESS	
NAME		6.4 CITY-ST-ZIP	
STREET ADDRESS			
CITY-ST-ZIP			

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.

SIGNATURE: *[Signature]* Alberto Gervasi DATE 08/26/99
 Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (5/99)

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DIRECT SALES USA, INC.
6971 N.W. 82 Avenue
Miami, Florida 33166

August 20, 1999

FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations
PO. Box 6327
Tallahassee, Florida 32314

Reinstatement Division

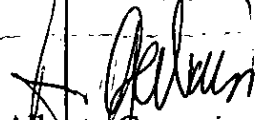
Re: Direct Sales USA, Inc.

Dear Secretary of State:

I request for your Department to consider, a wave of all late fees and or penalties for filling late our 1999 "Annual Report" due to non-receiving form at above-mentioned address. I can assure you that this incident will not happen again and am aware that it is my responsibility to call your Department and or request the form if not received on time.

Wishing you consider my request.

Respectfully yours,



Alberto Gervasi
President