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Mar 01, 1999 8:00 am  
Secretary of State

03-01-1999 90124 014 \*\*\*150.00

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>				<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State <b>DIVISION OF CORPORATIONS</b>	
<b>DOCUMENT # P98000068207</b>					
1. Corporation Name <b>U.S. SILVER, INC.</b>					



Principal Place of Business	Mailing Address
5991 CHESTER AVENUE, SUITE 211 JACKSONVILLE FL 32217	5991 CHESTER AVENUE, SUITE 211 JACKSONVILLE FL 32217

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 6320 St. Augustine Road		26 6320 St. Augustine Road		08/01/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 Suite 6-B		27 Suite 6-B		59-3524230	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23 Jacksonville, FL		28 Jacksonville, FL		\$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
24 32217		29 32217		\$5.00 May Be Added to Fees	
Country		Country		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
25 USA		30 USA			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
ILANLOU, JAMSHID 5991 CHESTER AVENUE, SUITE 211 JACKSONVILLE FL 32217		81 Name Jamshid Ilanlou	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		6320 St. Augustine Road	
		83 Suite 6-B	
		84 City Jacksonville	
		FL 85 Zip Code 32217	

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 date if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	President <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Jamshid Ilanlou
STREET ADDRESS		1.3 STREET ADDRESS	10635 Scott mill Road
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Jacksonville, FL 32223
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Vice President <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	Bahman Bandari
STREET ADDRESS		2.3 STREET ADDRESS	6120 Scottmist Dr
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Palos Verdes, CA 90275
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	
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	
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	
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	
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 an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-15-99(904) 731-0101

Date

Daytime Phone

CR2E034 (11/98)