

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000100110

1. Corporation Name
CLOSEOUTS USA, INC.



Principal Place of Business
**4401 PONCE DE LEON BLVD.
CORAL GABLES FL 33146**

Mailing Address
**4401 PONCE DE LEON BLVD.
CORAL GABLES FL 33146**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

3. Date Incorporated or Qualified
12/01/1998

4. FEI Number
65-0893408

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
**TARPENING, ROBERT J
4401 PONCE DE LEON BLVD.
CORAL GABLES FL 33146**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 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. (NOT 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	PDC
STREET ADDRESS		1.3 STREET ADDRESS	DALMAU, JORGE
CITY-ST-ZIP		1.4 CITY-ST-ZIP	4401 PONCE DE LEON BLVD CORAL GABLES, FL 33146
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	VD
STREET ADDRESS		2.3 STREET ADDRESS	DALMAU, AURORA G.
CITY-ST-ZIP		2.4 CITY-ST-ZIP	4401 PONCE DE LEON BLVD CORAL GABLES, FL 33146
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	VT
STREET ADDRESS		3.3 STREET ADDRESS	DALMAU, JORGE ALBERTO
CITY-ST-ZIP		3.4 CITY-ST-ZIP	4401 PONCE DE LEON BLVD CORAL GABLES, FL 33146
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	VS
STREET ADDRESS		4.3 STREET ADDRESS	TERPENING, ROBERT
CITY-ST-ZIP		4.4 CITY-ST-ZIP	4401 PONCE DE LEON BLVD CORAL GABLES, FL 33146
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	V
STREET ADDRESS		5.3 STREET ADDRESS	DALMAU, JAVIER
CITY-ST-ZIP		5.4 CITY-ST-ZIP	4401 PONCE DE LEON BLVD CORAL GABLES, FLORIDA 33146
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 a letter like empowered.

SIGNATURE: [Signature] VP-Sect Date: 4/24/99 Daytime Phone #: 305-546-5666

CR2E034 (1/98)