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

0433391

PROFIT CORPORATION ANNUAL REPORT

1999

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

FILED
99 APR 23 AM 9:11
SEC. OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # S16571

1. Corporation Name
CICORP, INC.

Principal Place of Business	Mailing Address
402 S. KENTUCKY AVE. 4TH FLOOR LAKELAND FL 33802	P.O. BOX 1398 LAKELAND FL 33802 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/03/1990

4. FEI Number
59-3162092
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

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc 22	Suite, Apt. #, etc 27
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

9. Name and Address of Current Registered Agent

SUTTON, CARLOS K.
4210 ROLLING OAK DR
LAKELAND FL 33809

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 the date as required

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[ ] DELETE	11 TITLE	[ ] Change [ ] Add
NAME	SUTTON, CARLOS K.		12 NAME	
STREET ADDRESS	4210 ROLLING OAK DR		13 STREET ADDRESS	
CITY-ST-ZIP	LAKELAND FL		14 CITY-ST-ZIP	
TITLE		[ ] DELETE	21 TITLE	[ ] Change [ ] Add
NAME			22 NAME	
STREET ADDRESS			23 STREET ADDRESS	
CITY-ST-ZIP			24 CITY-ST-ZIP	
TITLE		[ ] DELETE	31 TITLE	[ ] Change [ ] Add
NAME			32 NAME	
STREET ADDRESS			33 STREET ADDRESS	
CITY-ST-ZIP			34 CITY-ST-ZIP	
TITLE		[ ] DELETE	41 TITLE	[ ] Change [ ] Add
NAME			42 NAME	
STREET ADDRESS			43 STREET ADDRESS	
CITY-ST-ZIP			44 CITY-ST-ZIP	
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Add
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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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 be 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: Carlos K Sutton Carlos K Sutton 4-1-99 941-686-1161
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 213428 7139998

AUTHORIZATION : Patricia Byrd 2

COST LIMIT : $ 150.00

ORDER DATE : April 21, 1999

ORDER TIME : 2:39 PM

ORDER NO. : 213428-010

CUSTOMER NO: 7139998

CUSTOMER: Mr. Ernest Newborn, Jr.
Usi Holdings, Inc.
235 Pine Street
10th Floor
San Francisco, CA 94104

ANNUAL REPORT FILING

NAME: CICORP, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS

EXAMINER'S INITIALS: D

4/23/99

99 APR 22 PM 4:53