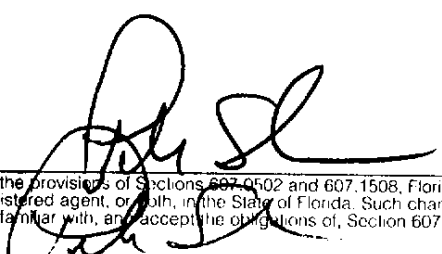
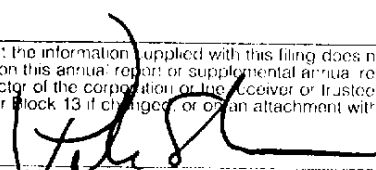


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
May 20 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # <b>V69910</b> 1. Corporation Name <b>U.S. Technologies, Inc.</b>			
Principal Place of Business <b>8160 Woodland Center Blvd Tampa, FL 33614</b>		Mailing Address	
2. Principal Place of Business <b>21 same</b>		2a. Mailing Address <b>26 same</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
Country		Country	
24		25	
29		30	
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
81 Name <b>Peter Steele</b>		82 Street Address (P.O. Box Number is Not Acceptable) <b>8160 Woodland Center</b>	
83		84 City <b>Tampa</b>	
85 Zip Code <b>FL 33614</b>		86	
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 		DATE <b>5-13-97</b>	
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	
14. I do 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.		000002200280 -06/03/97--01093--022 ***165.00	
SIGNATURE: 		DATE: <b>5-13-97</b>	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR <b>PETER STEELE</b>		DATE: <b>5-13-97</b>	

CR2E034 (9/96)