
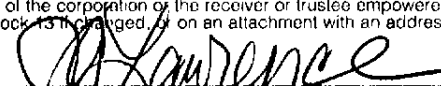


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Jun 02 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 # F94000004752			
1. Corporation Name BF USB INC.			
Principal Place of Business 1780 BURNS AVENUE ST LOUIS MO 63101		Mailing Address 1780 BURNS AVENUE ST LOUIS MO 63101	
2. Principal Place of Business 21 1780 Burns Avenue Suite, Apt. #, etc. 22 City & State 23 St. Louis, Missouri Zip 24 63101 Country 25 U.S.A.		2a. Mailing Address 26 295 The West Mall Suite, Apt. #, etc. 27 Suite 600 City & State 28 Toronto, Ontario Zip 29 M9C 4Z4 Country 30 Canada	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		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 (NOTE: Registered Agent's signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P PALUCH, BRIAN 1780 BURNS AVENUE ST LOUIS MO 63101 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/D PALUCH, BRIAN 1780 BURNS AVENUE ST LOUIS MO 63101 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V KINGDON, RAYMOND W. 295 THE WEST MALL, STE 600 TORONTO, ONTARIO M9C 4Z4 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	V/T/D BENSON, RANDALL C. 295 THE WEST MALL, STE 600 TORONTO, ONTARIO M9C 4Z4 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V/T BENSON, RANDALL C. 295 THE WEST MALL, STE 600 TORONTO, ONTARIO M9C 4Z4 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT WAITE, DOUGLAS 295 THE WEST MALL, STE 600 TORONTO, ONTARIO M9C 4Z4 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S LAWRENCE, JACQUELINE G. 295 THE WEST MALL, STE 600 TORONTO, ONTARIO M9C 4Z4 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 0000002207320 -06/10/97--01038--038 ***165.00
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS TANNON, JAY M. 3200 PROVIDIAN CENTER, 30TH FLOOR LOUISVILLE KY 40202 <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 05 6/2/97
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 or is changed, or on an attachment with an address.			
SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Jacqueline G. Lawrence, Secretary (416) 695-5215 Date Daytime Phone #	

CR2E034 (9/96)