

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

FILED

Apr 02 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	--

**DOCUMENT # F94000004752 (1)**

1. Corporation Name  
**BF USB, INC.**



Principal Place of Business <b>1780 BURNS AVENUE ST LOUIS MO 63101</b>	Mailing Address <b>295 THE WEST MALL SUITE 600 TORONTO, ONTARIO M9C 4Z4</b>
---	--

DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>2a. Mailing Address</b> <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>3. Date Incorporated or Qualified</b> <b>09/14/1994</b>	
<b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>4. FEI Number</b> <b>43-1688835</b>	
<b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
<b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>6. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
<b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**

**10. Name and Address of New Registered Agent**

**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City
<b>85</b> Zip Code

**FL**

**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 signature required when reinstating)

DATE

<b>12. OFFICERS AND DIRECTORS</b>		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>	
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>PD</b> <b>PALUCH, BRIAN</b> <b>1780 BURNS AVENUE</b> <b>ST LOUIS MO 63101</b>	<b>1.1 TITLE</b> <b>1.2 NAME</b> <b>1.3 STREET ADDRESS</b> <b>1.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>VTD</b> <b>BENSON, RANDALL C</b> <b>295 THE WEST MALL, STE 600</b> <b>TORONTO, ONTARIO M9C 4Z4</b>	<b>2.1 TITLE</b> <b>2.2 NAME</b> <b>2.3 STREET ADDRESS</b> <b>2.4 CITY-ST-ZIP</b>	<b>V&amp;T</b> <b>QUINTILIANI, PETER C.</b> <b>405 THE WEST MALL, SUITE 1000</b> <b>TORONTO, ONTARIO M9C 5J1</b>
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>VPT</b> <b>BENSON, RANDALL C</b> <b>295 THE WEST MALL, STE 600</b> <b>TORONTO, ONTARIO M9C 4Z4</b>	<b>3.1 TITLE</b> <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b>	<b>V</b> <b>KINGDON, RAYMOND</b> <b>135 OTONABEE DRIVE, P.O. BOX 9052</b> <b>KITCHENER, ONTARIO K2G 4J3</b>
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>AT</b> <b>WAITE, DOUGLAS</b> <b>295 THE WEST MALL, STE 600</b> <b>TORONTO, ONTARIO M9C 4Z4</b>	<b>4.1 TITLE</b> <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b>	<b>AT</b> <b>WAITE, DOUGLAS</b> <b>405 THE WEST MALL, SUITE 1000</b> <b>TORONTO, ONTARIO M9C 5J1</b>
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>S</b> <b>LAWRENCE, JACQUELINE G</b> <b>295 THE WEST MALL, STE 600</b> <b>TORONTO, ONTARIO M9C 4Z4</b>	<b>5.1 TITLE</b> <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b>	<b>S</b> <b>FERRARO, PETER L.</b> <b>405 THE WEST MALL, SUITE 1000</b> <b>TORONTO, ONTARIO M9C 5J1</b>
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<b>AS</b> <b>TANNON, JAY M</b> <b>3200 PROVIDIAN CENTER, 30TH FLOOR</b> <b>LOUISVILLE KY 40202</b>	<b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	<b>600002476848</b> <b>-04/02/98--01022--017</b> <b>***150.00</b>

**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.**

SIGNATURE: *[Signature]* Peter L. Ferraro, Secretary, March 27, 1998 (416) 620-3622

CR2E034 (10/97)