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FILED
Mar 13 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 # G19054 (7)
1. Corporation Name
SHELRAY MANAGEMENT (U.S.A.), INC.



Principal Place of Business: 7207 E. SOLANO DRIVE SCOTTSDALE AZ 85250
Mailing Address: 7207 E. SOLANO DRIVE SCOTTSDALE AZ 85250-6035

3. Date Incorporated or Qualified: 01/17/1983
3a. Date of Last Report: 03/13/1996

21. Principal Place of Business 4933 W. Craig Rd. Suite, Apt. #, etc. # 328 City & State Las Vegas, NV Zip 89130	25. Country CLARK	26. Mailing Address 4933 W. Craig Rd. Suite, Apt. #, etc. # 328 City & State Las Vegas, NV Zip 89130	29. Country CLARK	30. Country CLARK	4. FEI Number 59-2363653 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent
LEDERER, STEVEN L.J.
2450 NE MIAMI GARDENS DR., SUITE 100
NORTH MIAMI BEACH FL 33180

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: _____ (NOTE: Registered Agent's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	CLARKE, ELIZABETH	
STREET ADDRESS	7207 E. SOLANO DRIVE	
CITY-ST-ZIP	SCOTTSDALE AZ	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	CLARKE, ELIZABETH	
STREET ADDRESS	7207 E. SOLANO DRIVE	
CITY-ST-ZIP	SCOTTSDALE, AZ 85250	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	DRESSLER, ALLEN A.	
STREET ADDRESS	42 WATER WHEELWAY	
CITY-ST-ZIP	WILLOWDALE, ONT.	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	VSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	RAYMAN, SHELDON
3.3 STREET ADDRESS	4933 W. CRAIG Rd, #328
3.4 CITY-ST-ZIP	Las Vegas, NV
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: _____ Daytime Phone: _____

CR2E034 (9/96)