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Mar 26 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N97000000521 (1)
 1. Corporation Name
BARRY TELECOMMUNICATIONS, INC.

Principal Place of Business 3401 SOUTH CONGRESS AVENUE BOYNTON BEACH FL 33426	Mailing Address 3401 SOUTH CONGRESS AVENUE BOYNTON BEACH FL 33426
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3. Date Incorporated or Qualified 01/23/1997	
4. FEI Number 65-0728353	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent
BURT, FRANK
777 BRICKELL AVENUE
SUITE 500
MIAMI FL 33131

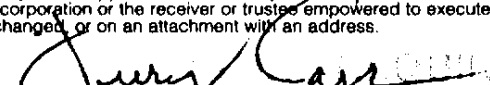
10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent 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	D AUTREY, EUGENE 4421 SARDINIA STREET CORAL GABLES FL 33146	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	C / T Jeanne O'Laughlin 3401 South Congress Avenue Boynton Beach, FL 33426
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D CZERNIEC, TIM 1430 MESSINA AVENUE CORAL GABLES FL 33134	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	T 3401 South Congress Avenue Boynton Beach, FL 33426
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DURR, RICHARD ED.D. 1500 GATEWAY BOULEVARD BOYNTON BEACH FL 33426-8292	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D ELLINGTON, CHARLIE L 1510 SIXTH STREET WEST PALM BEACH FL 33401	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D JOHNSON, MARGARET M OP 11035 N. BAYSHORE DRIVE MIAMI FL 33161	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	S / T 3401 South Congress Avenue Boynton Beach, FL 33426
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D KOPS, DANIEL W 210 RIDGEVIEW DRIVE PALM BEACH FL 33480	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	P Jerry Carr 3401 South Congress Avenue Boynton Beach, FL 33426

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **Jerry Carr** 2/27/98 561-737-8000

CR2E037 (10/97)