

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED

99 JUN -3 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DOCUMENT # P98000034486
 1. Corporation Name
STARPHONE CORPORATION
CORP.

Principal Place of Business 3400 NE 192 ST. SUITE 1805 AVENTURA FL 33180	Mailing Address 3400 NE 192 ST. SUITE 1805 AVENTURA FL 33180
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/15/1998

4. FEI Number 65-(1829543)	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

WHITE, JAY A ESO
THE WHITE BLDG. SUITE 200
ONE NE 2ND AVE
MIAMI FL 33132

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 City
84 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 (NOT Registered Agent signature required when registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
<input type="checkbox"/> DELETE	GUSTAVO VALDES - PRESIDENT 3400 N.E. 192 Ar. #1805 Aventura, Fla. 33180	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> DELETE	ZOILA VALDES - SECY-TREASURE 3400 N.E. 192 St. #1805 Aventura, Fla. 33180	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	

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, with all other like empowered.

SIGNATURE: Zoila Valdes : Zoila Valdes 4/20/99 (305) 932-8044
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #