

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

FILED
Aug 07 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 # F96000004922 (8)

1. Corporation Name
TELSCAPE USA, INC.

Principal Place of Business
4635 SOUTHWEST FREEWAY, SUITE 800
HOUSTON TX 77027

Mailing Address
4635 SOUTHWEST FREEWAY, SUITE 800
HOUSTON TX 77027-7105



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 6455 East Johns Xing		09/24/1996			
22 City & State		27 Suite 285		4. FEI Number		Applied For	
23 Zip		28 Duluth, GA		76-0499077		Not Applicable	
24 Country		29 30097		5. Certificate of Status Desired		8.75 Additional Fee Required	
		30 USA		6. Election Campaign Financing Trust Fund Contribution		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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRIST, E. SCOTT	1.2 NAME	
STREET ADDRESS	4635 SOUTHWEST FREEWAY, SUITE 800	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	1.4 CITY-ST-ZIP	
TITLE	VCV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VANCE, MARK	2.2 NAME	
STREET ADDRESS	4635 SOUTHWEST FREEWAY, SUITE 800	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TROUT, CYNTHIA	3.2 NAME	
STREET ADDRESS	4635 SOUTHWEST FREEWAY, SUITE 800	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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] 7-14-97 (713) 918-0018

CR2E034 (9/96)