

2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F04000004087

Entity Name: Xfone USA, INC.

FILED
Apr 29, 2005
Secretary of State

Current Principal Place of Business:

960 HIGH RD
LONDON, UK N12 9RY,

New Principal Place of Business:

2506 LAKELAND DRIVE
SUITE 100
JACKSON, MS 39232

Current Mailing Address:

633 NORTH STATE ST
JACKSON, MS 392050427

New Mailing Address:

2506 LAKELAND DRIVE
SUITE 100
JACKSON, MS 39232

FEI Number:

FEI Number Applied For (X)

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

INCorp SERVICES, INC
103 N MERIDIAN ST
TALLAHASSEE, FL 32301 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: VCD () Delete
Name: KEINAN, ABRAHAM
Address: 6075 S EASTERN AVE, STE 1
City-St-Zip: LAS VEGAS, NV 891193146

Title: PVPS () Delete
Name: NISSENSON, GUY
Address: 6075 S EASTERN AVE, STE 1
City-St-Zip: LAS VEGAS, NV 891193146

Title: T () Delete
Name: NISSENSON, GUY
Address: 6075 S EASTERN AVE, STE 1
City-St-Zip: LAS VEGAS, NV 891193146

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: PC (X) Change () Addition
Name: SPOONER, WADE
Address: 2506 LAKELAND DRIVE SUITE 100
City-St-Zip: JACKSON, MS 39232

Title: VD (X) Change () Addition
Name: PARSONS, TED
Address: 2506 LAKELAND DRIVE SUITE 100
City-St-Zip: JACKSON, MS 39232

Title: ST (X) Change () Addition
Name: DUNN, LISA
Address: 2506 LAKELAND DRIVE SUITE 100
City-St-Zip: JACKSON, MS 39232

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: LISA DUNN

ST

04/29/2005

Electronic Signature of Signing Officer or Director

Date