**FILE NOW: FILING FEE AFTER MAY 1 IS $550**

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT
**1997**

FLORIDA DEPARTMEN STATE
**Sandra B. Mort**
Secretary of St
DIVISION OF CORPOIONS

DOCUMENT # **F94000003644 (1)**

1. Corporation Name
**USTEL, INC.**

| Principal Place of Business | Mailing Address |
|---|---|
| 2775 S. RAINBOW BLVD STE 102<br>LAS VEGAS NV 89102<br>US | 2775 S. RAINBOW BLVD STE 102<br>LAS VEGAS NV 89102-5148<br>US |

3. Date Incorporated or Qualified: 07/12/1994
3a. Date of Last Report: 09/03/1996

2. Principal Place of Business
21
22 Suite, Apt. #, etc.
23 City & State
24 Zip
25 Country

2a. Mailing Address
26 6167 Bristol Pkway
27 Suite 300
28 Culver City CA
29 Zip 90230
30 Country USA

4. FEI Number: 95-4362330 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

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 ☑ Yes ☐ No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE CO.
1201 HAYS STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
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 N/A
Signature, typed or printed name of registered agent and title if applicable (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 | DPC Director<br>SCHWARTZ, NOAM<br>2775 S. RAINBOW BLVD STE 102<br>LAS VEGAS NV 89102 | ☐ DELETE | 1.1 TITLE / 1.2 NME / 1.3 SREET ADDRESS / 1.4 CITY-ST-ZIP | President/Director<br>Jerry Dackerman<br>6167 Bristol Pkwy #300<br>Culver City, CA 90230 | ☑ Change ☑ Addition |
| TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP | DV<br>EPLING, BARRY<br>2775 S. RAINBOW BLVD STE 102<br>LAS VEGAS NV 89102 | ☐ DELETE | 2.1 TITLE / 2.2 NME / 2.3 SREET ADDRESS / 2.4 CITY-ST-ZIP | VP/Gen'l Counsel<br>Abe M. Sher<br>9465 Wilshire Blvd #515<br>Beverly Hills, CA 90212 | ☐ Change ☑ Addition |
| TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP | ~~X~~ CEO<br>DIENER, ROBERT L 6167 Bristol Pkwy #300<br>~~2775 S. RAINBOW BLVD STE 102~~<br>~~LAS VEGAS NV 89102~~ Culver City, CA 90230 | ☐ DELETE | 3.1 TITLE / 3.2 NME / 3.3 SREET ADDRESS / 3.4 CITY-ST-ZIP | | ☐ Change ☐ Addition |
| TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP | ~~DC~~ Director<br>GREY, ANDREW J 16633 Ventura Blvd #1000<br>~~2775 S. RAINBOW BLVD STE 102~~<br>~~LAS VEGAS NV 89102~~ Encino, CA 91436 | ☐ DELETE | 4.1 TITLE / 4.2 NAME / 4.3 SREET ADDRESS / 4.4 CITY-ST-ZIP | | ☐ Change ☐ Addition |
| TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP | D<br>DIENER, ROYCE 1038 Palisades Beach Rd.<br>~~2775 S. RAINBOW BLVD STE 102~~<br>~~LAS VEGAS NV 89102~~ Santa Monica, CA 90405 | ☐ DELETE | 5.1 TITLE / 5.2 NAME / 5.3 SREET ADDRESS / 5.4 CITY-ST-ZIP | | ☐ Change ☐ Addition |
| TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP | D/CFO ✓ADD<br>Wouter van Bieme<br>6167 Bristol Pkwy. #300<br>Culver City, CA 90230 | ☐ DELETE | 6.1 TITLE / 6.2 NAME / 6.3 SREET ADDRESS / 6.4 CITY-ST-ZIP | | ☐ Change ☐ Addition |

CR2E034 (9/96)

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] 4/30/97 (310) 645-4200
SIGNATURE AND TITLE OF AUTHORIZED INDIVIDUAL DATE DAYTIME TELEPHONE NUMBER