

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Aug 14 1997 8:00am
Secretary of State

DOCUMENT # F94000004951 (9)

1. Corporation Name
CYBERLINK, INC.

Principal Place of Business
5855 TOPANGA CANYON BLVD.
SUITE 500-250
WOODLAND HILLS CA 91367

RSL Com U.S.A., Inc.
60 Hudson St. Suite 307
New York, NY 10013



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/23/1994		3a. Date of Last Report 03/22/1996	
4. FEI Number 95-4416491		Applied For 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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input 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		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	
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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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDS	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYDIATE, RICHARD L	1.2 NAME	
STREET ADDRESS	5855 TOPANGA CANYON BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	WOODLAND HILLS CA 91367	1.4 CITY-ST-ZIP	
TITLE	CFD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCVICAR, RON	2.2 NAME	
STREET ADDRESS	5855 TOPANGA CANYON BL SUITE 520	2.3 STREET ADDRESS	
CITY-ST-ZIP	WOODLAND HILLS CA	2.4 CITY-ST-ZIP	
TITLE	COO	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETERSON, JON	3.2 NAME	
STREET ADDRESS	5855 TOPANGA CANYON BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	WOODLAND HILLS CA 91367	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KADIN, KEN	4.2 NAME	
STREET ADDRESS	708 THIRD AVE, 21ST FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10017	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLEMENTS, TOM	5.2 NAME	
STREET ADDRESS	5855 TOPANGA CANYON BL SUITE 520	5.3 STREET ADDRESS	
CITY-ST-ZIP	WOODLAND HILLS CA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLACK, PAUL	6.2 NAME	
STREET ADDRESS	18431 TARZANA DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	TARZANA CA	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 any attachment with an address.

SIGNATURE Pat M. [Signature]

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-08/15/97--01090--003
***550.00

CR2E034 (4/97)

RSL COM U.S.A., INC.

(Formerly ITC & CYBERLINK)

LIST OF OFFICERS

BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD CHARLES M. PILUSO SS NO. 090-48-5344

169 EAB Plaza, W. Tower, Uniondale, NY 11556

BOARD OF DIRECTOR - ITZHAK FISHER SS NO.

767 5th. Ave., Suite 4300, NY, NY 10153

BOARD OF DIRECTOR - NIR TARLOVSKY SS NO. 050-64-8105

767 5th. Ave., suite 4300, NY, NY 10153

CORPORATE OFFICERS

PRESIDENT - PAUL G. BLACK SS NO. 116-42-2051

5550 Topanga Canyon Blvd., Suite 250, Woodland Hills, CA 91367

VP GENERAL MANAGER - PAT MILTON SS NO. 392-52-2864

5550 Topanga Canyon Blvd., Suite 250, Woodland Hills, CA 91367

TREASURER - RICHARD P. REBETTI SS NO. 050-648105

100 Wall Street, Suite 905, NY, NY 10005

SECRETARY - MARK HIRSCHHORN SS NO.

767 5th. Ave., Suite 4300, NY, NY 10153

ASSISTANT SECRETARY - ERIC FISHMAN SS NO. 075-48-7687

11th. Fl., 1300 North 17th. Street, Rosslyn, VA 22209

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RSL COM USA, INC