

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F95000001225 (0)

1. Corporation Name

SMARTALK TELESERVICES, INC.



Principal Place of Business

9915 SANTA MONICA BLVD.
BEVERLY HILLS CA 90210

Mailing Address

9915 SANTA MONICA BLVD.
BEVERLY HILLS CA 90210

2. Principal Place of Business

21 1640 S. Sepulveda

Suite, Apt. #, etc.

22 500

City & State

23 LA CA

Zip

24 90025

Country

25 USA

2a. Mailing Address

Suite, Apt. #, etc.

27 City & State

Zip

29

Country

30

3. Date Incorporated or Qualified

03/14/1995

3a. Date of Last Report

4. FEI Number

95-4502740

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

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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 607.1503, 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 of Agent or Registered Agent or Director

Signature of Agent or Registered Agent or Director

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
PD
LORSCH, ROBERT
9915 SANTA MONICA BLVD.
BEVERLY HILLS CA 90210

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
VSTD
BIELINSKI, BRUCE
421 E. ANGELENO AVE.
BURBANK CA 91501

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
CFO
[Blank]
[Blank]
[Blank]

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
[Blank]
[Blank]
[Blank]
[Blank]

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
[Blank]
[Blank]
[Blank]
[Blank]

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
[Blank]
[Blank]
[Blank]
[Blank]

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
CEO
1640 S. Sepulveda Ste 500
LA CA 90025

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
Secretary
1640 S. Sepulveda Ste 500
LA CA 90025

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
CFO
Andrew Folck
1640 S. Sepulveda Ste 500
LA CA 90025

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
[Blank]
[Blank]
[Blank]
[Blank]

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
500001833305
-05/21/96--01162--029
***225.00

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP
[Blank]
[Blank]
[Blank]
[Blank]

Change Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Andrew Folck CFO 5-1-96

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Signature of President

CR2E034 (12/95)