

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.)

FILED
Sep 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000001985 (9)

1. Corporation Name
TVMAX TELECOMMUNICATIONS, INC.

Principal Place of Business 345 N. MAPLE DRIVE, SUITE 285 BEVERLY HILLS CA 90210	Mailing Address 1111 W. MOCKINGBIRD LN. 1000 DALLAS TE 75247 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 1111 West Mockingbird Lane 23 City & State 23 Dallas, Texas 24 Zip 75247 25 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 1111 West Mockingbird Lane 28 City & State 28 Dallas, Texas 29 Zip 75247 30 Country	3. Date Incorporated or Qualified 04/24/1995 3a. Date of Last Report 08/08/1996 4. FEI Number 95-4498704 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
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9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301	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 _____ (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	PD BRUNEL, LOUIS 1111 WEST MOCKINGBIRD LANE, SUITE 1000 DALLAS TE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition See Attached
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D GOUIN, SERGE 300 AVENUE VIGAR E., MONTREAL, QUEBEC H2X 3W4 CANADA	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D PORTER, BARRY 150 EL CAMINO DRIVE, SUITE 204 BEVERLY HILLS CA 90212	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T RICHES, JULIAN 1111 WEST MOCKINGBIRD LANE, SUITE 1000 DALLAS TE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO COLE, RORY 1111 WEST MOCKINGBIRD LANE, SUITE 1000 DALLAS TE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP NICKOLLS, HARRY 1111 WEST MOCKINGBIRD LANE, SUITE 1000 DALLAS TE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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 registered agent 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, with an attachment with an address.

SIGNATURE _____ (214) 634-3824

CR2E034 (4/97)

Subsidiaries

Office	Name	
Chief Executive Officer and President	Louis Brunel	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Chief Financial Officer	Bertrand Blanchette	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Vice President Marketing and Corporate Development	Stephen Dubé	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Vice President, General Counsel and Secretary	Michael E. Katzenstein	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Vice President Sales	John Czapko	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Vice President Human Resources	Lynn Zera	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Vice President Engineering and Information Services	Tom Watson	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Director	Louis Brunel	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247
Director	Claude Chagnon	1111 West Mockingbird Lane, Ste 1000 Dallas Texas 75247