

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 08 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # **F95000003166 (4)**

1. Corporation Name  
**OVERLOOK COMMUNICATIONS INTERNATIONAL CORPORATION**



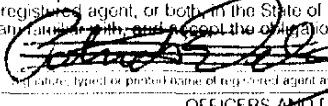
Principal Place of Business <b>2839 PACES FERRY RD., #500 ATLANTA GA 30339</b>	Mailing Address <b>2839 PACES FERRY RD., #500 ATLANTA GA 30339-5769</b>
---	--

3. Date Incorporated or Qualified <b>06/29/1995</b>	3a. Date of Last Report <b>02/20/1996</b>
4. FEI Number <b>58-2028264</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent <b>THE PRENTICE-HALL CORPORATION SYSTEM, INC.</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</b>	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code
--	--

11. Pursuant to the provisions of Sections 607.0602 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 taking with and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE:  (NOTE: Registered Agent signature required when changing) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <b>PD</b>	NAME <b>DELANEY, PATRICK</b>	1.1 TITLE <b>Treasurer/Director</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS <b>2839 PACES FERRY RD., #500</b>	CITY-ST-ZIP <b>ATLANTA GA 30339</b>	1.2 NAME	
1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	2.1 TITLE <b>Secretary</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE <b>S</b>	NAME <b>JULIAN, CAROL</b>	2.2 NAME <b>Anna M. Sterling</b>	
STREET ADDRESS <b>2839 PACES FERRY RD., #500</b>	CITY-ST-ZIP <b>ATLANTA GA 30339</b>	2.3 STREET ADDRESS <b>2839 Paces Ferry Rd., Ste. 500</b>	
2.4 CITY-ST-ZIP	3.1 TITLE <b>President/Director</b>	3.2 NAME <b>David G. Olson</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE <b>T</b>	NAME <b>PATTERSON, CAL</b>	3.3 STREET ADDRESS <b>2839 Paces Ferry Rd., Ste. 500</b>	
STREET ADDRESS <b>2839 PACES FERRY RD., #500</b>	CITY-ST-ZIP <b>ATLANTA GA 30339</b>	3.4 CITY-ST-ZIP <b>Atlanta, GA 30339</b>	
4.1 TITLE <b>Chairman of the Board &amp; Director</b>	4.2 NAME	4.3 STREET ADDRESS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.4 CITY-ST-ZIP	5.1 TITLE	5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <b>D</b>	NAME <b>RAVILLE, STEPHEN</b>	5.3 STREET ADDRESS	
STREET ADDRESS <b>2839 PACES FERRY RD., #500</b>	CITY-ST-ZIP <b>ATLANTA GA 30339</b>	5.4 CITY-ST-ZIP	
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.4 CITY-ST-ZIP	7.1 TITLE	7.2 NAME	
TITLE <b>D</b>	NAME <b>HORNICK, GERALD</b>	7.3 STREET ADDRESS	
STREET ADDRESS <b>2813 HIGHWAY 64 WEST</b>	CITY-ST-ZIP <b>APEX NC</b>	7.4 CITY-ST-ZIP	
8.1 TITLE	8.2 NAME	8.3 STREET ADDRESS	
8.4 CITY-ST-ZIP	9.1 TITLE	9.2 NAME	
TITLE <b>DC</b>	NAME <b>HUNT, IRA A JR</b>	9.3 STREET ADDRESS	
STREET ADDRESS <b>7102 CAPITON VIEW DRIVE</b>	CITY-ST-ZIP <b>MCLEAN VA</b>	9.4 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 an attachment with an address.

SIGNATURE:  DATE: **3/28/97** DAYTIME PHONE: **(703) 32-6806**

CR2E034 (9/96)