

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

DOCUMENT # F96000001312 (5)

1. Corporation Name
TOUCH TONE AMERICA, INC.

Principal Place of Business
**4110 N. SCOTTSDALE RD. STE. 170
SCOTTSDALE AZ 85251**

Mailing Address
**4110 N. SCOTTSDALE RD. STE. 170
SCOTTSDALE AZ 85251**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/13/1996	3a. Date of Last Report N/A
4. FEI Number 33-0424087	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	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

**THE 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

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	PCT	1.1 TITLE	A/C
NAME	MILLER, JONATHAN P	1.2 NAME	LARRY C. CORNWELL
STREET ADDRESS	4110 N. SCOTTSDALE RD, STE. 170	1.3 STREET ADDRESS	4110 N. SCOTTSDALE RD #170
CITY-ST-ZIP	SCOTTSDALE AZ 85251	1.4 CITY-ST-ZIP	SCOTTSDALE AZ 85251
TITLE	SVC	2.1 TITLE	DAVID J. SMITH
NAME	VAUGHN, ROBERT	2.2 NAME	T/S
STREET ADDRESS	4110 N. SCOTTSDALE RD, STE. 170	2.3 STREET ADDRESS	4110 N. SCOTTSDALE RD #170
CITY-ST-ZIP	SCOTTSDALE AZ 85251	2.4 CITY-ST-ZIP	SCOTTSDALE AZ 85251
TITLE	D	3.1 TITLE	BRUCE WACKO
NAME	BLUME, GARY R	3.2 NAME	4110 N SCOTTSDALE RD #170
STREET ADDRESS	4110 N. SCOTTSDALE RD, STE. 170	3.3 STREET ADDRESS	SCOTTSDALE, AZ 85251
CITY-ST-ZIP	SCOTTSDALE AZ 85251	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	EA NIRTH
NAME		4.2 NAME	4110 N. SCOTTSDALE RD #170
STREET ADDRESS		4.3 STREET ADDRESS	SCOTTSDALE, AZ 85251
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 supplement to 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 applicable, or in an attachment with an address.

SIGNATURE

[Signature]

9/12/97 602-874-4500

CR2E034 (4/97)