

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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000004823 (8)
1. Corporation Name
TELECARD COMMUNICATIONS INTERNATIONAL, INC.



Principal Place of Business 229 SW 31ST ST FT LAUDERDALE FL 33315	Mailing Address 229 SW 31ST ST FT LAUDERDALE FL 33315
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/19/1996	
4. FEI Number 65-0693825	Applied For <input type="checkbox"/> 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 checked="" 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
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9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	
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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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	DC
NAME	MCCANLESS, GEORGE R
STREET ADDRESS	2 UNIVERSITY PLAZA #111
CITY-ST-ZIP	HACKENSACK NJ 07601
TITLE	DCP
NAME	HOLD, DAVID
STREET ADDRESS	229 SW 31ST ST
CITY-ST-ZIP	FT LAUDERDALE FL 33315
TITLE	DT
NAME	MCCANLESS, ROBERT C
STREET ADDRESS	2 UNIVERSITY PLAZA #111
CITY-ST-ZIP	HACKENSACK NJ 07601
TITLE	DS
NAME	OSHAZT, DANIEL T
STREET ADDRESS	401 E 86TH ST
CITY-ST-ZIP	NY NY 10028
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	DIRECTOR
1.2 NAME	DR. DAVID SIMON
1.3 STREET ADDRESS	385 N.W. 97TH Street
1.4 CITY-ST-ZIP	PLANTATION, FL 33324
2.1 TITLE	DIRECTOR
2.2 NAME	DR. AIDEN DROURKE
2.3 STREET ADDRESS	315 S.E. 135th
2.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33301
3.1 TITLE	DIRECTOR
3.2 NAME	NATHAN LEWINGER
3.3 STREET ADDRESS	4800 Island Blvd.
3.4 CITY-ST-ZIP	WILLIAMS ISLAND, FL 33160
4.1 TITLE	DIRECTOR & C.O.O.
4.2 NAME	KENNETH KUZMENKO
4.3 STREET ADDRESS	1801 NORTH O STREET
4.4 CITY-ST-ZIP	LAKE WORTH, FL 33461
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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 _____

CR2E034 (10/97)