

F96000004922

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October 27, 1997

VIA OVERNIGHT DELIVERY

Florida Department of State
Sandra B. Mortham, Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
904-487-6091

200002331582-0
10/28/97-01059-002
*****35.00 *****35.00

Re: Change of Registered Agent for Telscape USA, Inc.

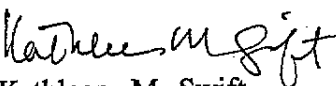
Dear Sir or Madam:

Please find enclosed herewith the necessary paperwork and fee required to effect a change of Registered Agent in the State of Missouri for Telscape USA, Inc.

Please process the enclosed and provide our office with written confirmation of same once the change has been effected. Additionally, please verify receipt of this filing by date-stamping and returning the extra copy of this cover letter in the enclosed, pre-addressed envelope.

Thank you for your time. Please give me a call if you have any questions or require additional information.

Very truly yours,


Kathleen M. Swift
Paralegal

Enclosures

VS OCT 30 1997
RA Chg.

FILED
97 OCT 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Texas submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Telscape USA, Inc.

2. The mailing address of the corporation is: 4635 Southwest Freeway, Ste. 800
Houston, TX 77027

3. Date of incorporation/qualification: 04/11/96 Document number: F956000004922

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Richard A. Murdoch, Esq.

980 N. Federal Highway, Ste. 410

Boca Raton, FL 33432

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

E. Scott Crist
(Signature of an officer, chairman or vice chairman of the board)

10-10-97
(Date)

E. Scott Crist, President

10-06-97

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Richard A. Murdoch
(Signature of Registered Agent)

10/10/97
(Date)

If signing on behalf of an entity:

Richard A. Murdoch, Esq.

Registered Agent

(Typed or Printed Name)

(Capacity)