

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. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000005876 (5)

1. Corporation Name

OPTEL (FLORIDA) TELECOM, INC.

Principal Place of Business
1111 WEST MOCKINGBIRD LANE
DALLAS TX 75247

Mailing Address
1111 WEST MOCKINGBIRD LANE
DALLAS TX 75247



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/12/1996		3a. Date of Last Report	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number Applied for		Applied For Not Applicable	
22	1111 West Mockingbird Lane	27	Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Dallas, Texas	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	75247	29	Zip	30		Country	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
UNITED CORPORATE SERVICES, INC. 801 N.E. 167TH ST., STE 300 NORTH MIAMI BEACH FL 33162				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.

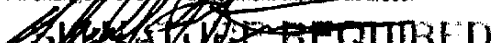
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRUNEL, LOUIS	1.2 NAME	See Attached
STREET ADDRESS	20 TERRASSE PAGE ILE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BIZARD, CANADA	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	
NAME	RICHES, JULIAN	2.2 NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	500 STRATFORD DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SOUTHLAKE TX	2.4 CITY-ST-ZIP	
TITLE	VS	3.1 TITLE	
NAME	KATZENSTEIN, MICHAEL E	3.2 NAME	
STREET ADDRESS	4352 POTOMAC AVENUE	3.3 STREET ADDRESS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	DALLAS TX	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	GOUIN, SERGE	4.2 NAME	
STREET ADDRESS	740 PRATT OUTREMENT	4.3 STREET ADDRESS	
CITY-ST-ZIP	QUEBEC	4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D	5.1 TITLE	
NAME	PORTER, BARRY	5.2 NAME	
STREET ADDRESS	10468 EASTBORNE AVENUE #307	5.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUBE, STEPHEN	6.2 NAME	
STREET ADDRESS	252 PRINCE ALBERT AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	WESTMOUNT, QUEBEC	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 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 its sole proprietor 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 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