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SIGNATURE:

PROFIT

Mar 19 1998 8:00am CORPORATION Sandra B. Morth am ANNUAL REPORT Secretary of State Secretary of State DIVISION OF CORPORATIONS 1998 POCUMENT # F9700004353 (5) JOURNEY TELECOM INTERNATIONAL, INC. Mailing Address Principal Place of Business 6919 VALJEAN AVE. 6919 VALJEAN AVE. VAN NUYS CA 91406 VAN NUYS CA 91406 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 08/19/1997 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For Not Applicable Suite, Apt #, etc Suite, Apt. #, etc. \$8.75 Additional Certificate of Status Desired Fee Required 22 City & State \$5.00 May Be 6. Election Campaign Financing 23 Trust Fund Contribution Added to Fees Zio Co ZID intry 8. This corporation owes or has paid the current year Intangible 24 Personal Property Tax due June 30. Yes 25 2Ω 9. Name and Address of Current Registered Agent Name and Address of New Registered Agent MICHEL NARDI, PA Name 915 CHESTNUT ST. 82 Street Address (P.O. Box Number is Not Acceptable) **CLEARWATER FL 34616** 63 85 Zip Code 84 City 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. (NOTL Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS 12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 DELETE 1.1 TITLE Change Addition TITLE **GOLDWATER, JACK** 1.2 NAME NAME 6919 VALJEAN AVE. 1.3 STREET ADDRESS STREET ADDRESS VAN NUYS CA 91406 1.4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition TITLE 2 1 TITLE CARROLL, ROLAND NAME 2.2 NAME 6919 VALJEAN AVE. STREET ADDRESS 23 STREET ADDRESS VAN NUYS CA 91406 CITY-ST-ZIP 2. 4 CITY-ST-ZIP DELETE Change Addition TITLE 3.1 TITLE CARROLL, RYAN NAME 3.2 NAME 6919 VALJEAN AVE. 3 3 STREET ADDRESS STREET ADDRESS VAN NUYS CA 91406 CITY-ST-ZIP 3.4. CHTY-ST-ZIP DELETE Change Addition 4 1 TITLE TITLE LEFF, STEVE 4.2 NAME NAME 6919 VALJEAN AVE. 4.3 STREET ADDRESS STREET ADDRESS VAN NUYS CA 91406 CITY-ST-ZIP 44 CITY-ST-ZIP DELETE Change Addition 51 THLE TITLE MILLER, PAUL 5.2 NAME NAME 6919 VALJEAN AVE. 5.3 STREET ADDRESS STREET ADDRESS VAN NUYS CA 91406 5.4 CITY - ST - ZIP CITY-ST-ZIP DELETE Change Addition TITLE 6.1 TITLE 6.2 NAME NAME 6.3 STREET ADDRESS STREET ADDRESS CITY-ST-ZIP 14. Thereby 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 suppliemental 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

FLORIDA DEPARTMENT OF STATE

FILED

(818)902-5077