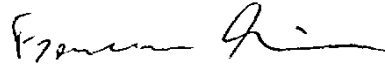


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED  
Jun 24 1999 8:00 am  
Secretary of State

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**FILING FEE \$ 188.75** Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>AMERICA TELECOMMUNICATIONS NETWORK, LLC</b> 5445 COLLINS AVENUE SUITE CU22 MIAMI BEACH FL 33140		<b>DOCUMENT # M97000000332</b>	
<b>2. Principal Place of Business</b> 5445 COLLINS AVENUE Suite, Apt. #, etc. 1731 City & State MIAMI BEACH, FL Zip 33140 Country USA		<b>2a. Mailing Address</b> 5445 COLLINS AVENUE Suite, Apt. #, etc. 1731 City & State MIAMI BEACH, FL Zip 33140 Country USA	
<b>3. Date Organized or Qualified</b> 06/09/1997		<b>3a. State of Formation</b> DE	
<b>4. FET Number</b> 65-0760066		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>5. Date of Last Report</b> 05/01/1998		<b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  OPPENHEIM, STEVEN P ESQ. 3191 CORAL WAY SUITE 800 MIAMI FL 33145		<b>8. Name and Address of New Registered Agent/Office</b>  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City FL Zip Code	
<b>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</b>			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reconstituting)			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	BOLAFFI, GIORGIO	5445 COLLINS AVENUE, #CU22	MIAMI FL
<div>100002922701--3 -07/02/99--01090--002 ****400.00 ****400.00 100002922701--3 -07/02/99--01090--003 ****188.75 ****188.75 AL JUN 29 1999</div>			
<b>11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.</b>			
<b>SIGNATURE:</b> 		06/23/99 305-867-9658	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			