2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P04000120030

Entity Name: TELEFONICA USA CORP.

FILED May 13, 2005 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

 2977 MCFARLANE ROAD
 168 SE 1 STREET

 3RD FLOOR
 4TH FLOOR

 MIAMI, FL 33133
 MIAMI, FL 33131

Current Mailing Address: New Mailing Address:

 2977 MCFARLANE ROAD
 168 SE 1 STREET

 3RD FLOOR
 4TH FLOOR

 MIAMI, FL 33133
 MIAMI, FL 33131

FEI Number: FEI Number Applied For (X) FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

SILVERSTEIN, BARRY D 2999 N.E. 191 STREET 704 AVENTURA, FL 33180 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice. Election Campaign Financing Trust Fund Contribution ().

AFFIAFRA AND DIDECTORS

OFFICERS AND DIRECTORS: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: P () Delete Title: P (X) Change () Addition

Name:PEREZ-BUCCI, EDUARDOName:PEREZ-BUCCI, EDUARDOAddress:2977 MCFARLANE ROAD 3RD FLOORAddress:168 SE 1 STREET

City-St-Zip: MIAMI, FL 33133 City-St-Zip: MIAMI, FL 33131

 Title:
 VP
 () Delete
 Title:
 VP
 (X) Change () Addition

 Name:
 GORLOVEZKY, HARRY
 Name:
 GORLOVEZKY, HARRY

 Address:
 2977 MCFARLANE ROAD
 Address:
 168 SE 1 STREET

 City-St-Zip:
 MIAMI, FL 33180
 City-St-Zip:
 MIAMI, FL 33131

Title: SEC () Delete Title: SEC (X) Change () Addition

 Name:
 SILVERSTEIN, BARRY D
 Name:
 SILVERSTEIN, BARRY D

 Address:
 2977 MCFARLANE ROAD
 Address:
 168 SE 1 STREET

 City-St-Zip:
 MIAMI, FL 33133
 City-St-Zip:
 MIAMI, FL 33131

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: EDUARDO PEREZ-BUCCI P 05/13/2005