

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 28 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P36063**  
 1. Corporation Name  
**TOTAL WORLD TELECOMMUNICATIONS, INC.**

Principal Place of Business	Mailing Address
1001 Fannin, #300 Houston, TX 77002	1001 Fannin, #300 Houston, TX 77002

**000002504390**  
**-04/29/98--01010--026**  
**\*\*\*158.75**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 3200 North Military Trail Suite, Apt. #, etc 22 Suite 300 City & State	26 3200 North Military Trail Suite, Apt. #, etc 27 Suite 300 City & State
23 Boca Raton, FL Zip Country	28 Boca Raton, FL Zip Country
24 33431 25	29 33431 30

3. Date Incorporated or Qualified	4. FEI Number	Applied For
10/17/1991	75-2274730	Not Applicable
5. Certificate of Status Desired	8.75 Additional Fee Required	
<input checked="" type="checkbox"/>		
6. Election Campaign Financing Trust Fund Contribution	5.00 May Be Added to Fees	
<input type="checkbox"/>		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**Lents, Joseph**  
 3200 North Military Trail  
 Suite 300  
 Boca Raton, FL 33431

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
<b>Alvarez, Luis</b>	<b>FL 33133</b>
82 Street Address (P.O. Box Number is Not Acceptable)	
<b>2601 South Bayshore Drive</b>	
83	
<b>Suite 1700</b>	
84 City	
<b>Miami</b>	

11. Pursuant to the provisions of Sections 607.0501 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]* **Luis Alvarez, President** **April 16, 1998**

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE
VP	Lents, Joseph L.	3200 N. Military Trail, #300	Boca Raton, FL 33431	
VPCFS	Murphy, Loretta A.	3200 N. Military Trail, #300	Boca Raton, FL 33431	<input checked="" type="checkbox"/> DELETE
PCEOD	Booth, Donald	1001 Fannin, #300	Houston, TX 77002	<input checked="" type="checkbox"/> DELETE
VPD	Salinas, Arnold	1001 Fannin, #300	Houston, TX 77002	<input type="checkbox"/> DELETE
T	Berry, Ron	1001 Fannin, #300	Houston, TX 77002	<input checked="" type="checkbox"/> DELETE
				<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
P	Alvarez, Luis	2601 S. Bayshore Dr., #1700	Miami, FL 33133	
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
DVP	Landis, Vincent	2520 Coral Way, #2218	Miami, FL 33145	
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
D	Trueba, Carlos	1985 N.W. 88th Court, #101	Miami, FL 33172	
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
D	Salinas, Arnold	5433 Westheimer, #250	Houston, TX 77057	
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
D	Miller, Les	3111 N. University Drive, #718	Coral Springs, FL 33065	
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
S	Liebovics, Joseph	3101 Bathurst Street, #600	Toronto, Ontario M6Z 2A6 CANADA	

14. I 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 the receiver 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 in an attached form with an address.

SIGNATURE: *[Signature]* **Luis Alvarez, President** **04/16/98** **(561) 997-5880**

CR2E034 (10/97)