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Mar 02, 1999 8:00 am
Secretary of State

03-02-1999 90090 015 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P38938

1. Corporation Name
US WATS ENTERPRISES, INC.



Principal Place of Business	Mailing Address
111 PRESIDENTIAL BLVD. SUITE 114 BALA CYNWYD PA 19004 US	111 PRESIDENTIAL BLVD. SUITE 114 BALA CYNWYD PA 19004 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/22/1992	4. FEI Number 22-3055962	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business	2a. Mailing Address
21 2 GREENWOOD SQUARE Suite, Apt. #, etc.	26 2 GREENWOOD SQUARE Suite, Apt. #, etc.
22 3331 STREET RD, SUITE 275 City & State	27 3331 STREET RD, SUITE 275 City & State
23 BENSALEM, PA Zip Country	28 BENSALEM, PA Zip Country
24 19020 <input type="checkbox"/> BUCKS	29 19020 <input type="checkbox"/> BUCKS

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	PARKER, STEPHEN
STREET ADDRESS	111 PRESIDENTIAL BLVD.
CITY-ST-ZIP	BALA CYNWYD PA 19004
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	PARKER, STEPHEN
STREET ADDRESS	ARBORDEAU 10F
CITY-ST-ZIP	DEVON PA
TITLE	CFO <input type="checkbox"/> DELETE
NAME	MCANULTY, MICHAEL
STREET ADDRESS	111 PRESIDENTIAL BLVD
CITY-ST-ZIP	BALA CYNWYD PA
TITLE	D <input type="checkbox"/> DELETE
NAME	BROWN, AARON
STREET ADDRESS	111 PRESIDENTIAL BLVD, STE 114
CITY-ST-ZIP	BALA CYNWYD PA 19004
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	CFO / TREASURER <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	MCANULTY, MICHAEL
3.3 STREET ADDRESS	2 GREENWOOD SQUARE
3.4 CITY-ST-ZIP	3331 STREET ROAD, SUITE 275
4.1 TITLE	PRESIDENT / CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	BROWN, AARON
4.3 STREET ADDRESS	2 GREENWOOD SQUARE
4.4 CITY-ST-ZIP	3331 STREET ROAD, SUITE 275
5.1 TITLE	EVP SALES & MARKETING <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	DAVID HURWITZ
5.3 STREET ADDRESS	2 GREENWOOD SQUARE
5.4 CITY-ST-ZIP	3331 STREET RD, SUITE 275
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 on an attachment with an address, with all other like empowered.

SIGNATURE: *Michael Hurwitz* **REQUIRED** Date: 1/7/99 Daytime Phone # _____

CR2E034 (11/98)