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FILED
May 06 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000022676 (9)

1. Corporation Name
URSUS TELECOM CORPORATION



Principal Place of Business
440 SAWGRASS CORP PKWY
SUITE 112
SUNRISE FL 33325
US

Mailing Address
440 SAWGRASS CORP PKWY
SUITE 112
SUNRISE FL 33325-6237
US

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 3. Date Incorporated or Qualified 03/23/1993 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 65-0398306 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent
SHEVIN, ARNOLD D
200 S BISCAYNE BLVD
33RD FLOOR
MIAMI FL 33131-2385

| |
|-------------------------------------------------------|
| 10. Name and Address of New Registered Agent |
| 81 Name |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 |
| 84 City |
| FL 85 Zip Code |

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 | PD |
| NAME | GUISSANI, LUCA |
| STREET ADDRESS | 122 DILIDO DR |
| CITY-ST-ZIP | MIAMI BEACH FL |
| TITLE | VD |
| NAME | CHASKIN, JEFFREY |
| STREET ADDRESS | 920 NW 121ST AVENUE |
| CITY-ST-ZIP | CORAL SPRINGS FL |
| TITLE | VPS |
| NAME | KARTOULAS, GREGORY |
| STREET ADDRESS | 11744 SW 59TH COURT |
| CITY-ST-ZIP | COOPER CITY FL |
| TITLE | CD |
| NAME | WEND, AXEL L.M. |
| STREET ADDRESS | 1 CARREFOUR DE RIVE / CH-1207 |
| CITY-ST-ZIP | GENEVA, SWITZERLAND |
| TITLE | |
| NAME | |
| STREET ADDRESS | |
| CITY-ST-ZIP | |
| TITLE | |
| 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 | VS |
| 3.2 NAME | KOUTOULAS, GREGORY |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 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 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 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.

SIGNATURE: _____ 4-29-97 954-846-7887

CR2E034 (9/96)