

**UNITED
CORPORATE
SERVICES, INC.**

serving the legal profession

Ten Bank Street, Suite 560

White Plains, NY 10606

January 9, 1998

Telephone: (914) 949-9188 Toll Free: (800) 899-8648 Telefax: (914) 949-9618

Re: LONG DISTANCE INTERNATIONAL INC.

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Dear Ms./Sir:

Enclosed please find the prescribed document to change the registered agent and/or office of the above corporation in your state together with the filing fee.

If for any reason this filing cannot be effected, please contact the undersigned toll free at 1/800-899-8648.

Thank you for your kind attention to this matter.

Sincerely,

Maris Kruze
Maris Kruze
Project Manager

MK:nml
Enclosure

Refer to in Reply:
[CID: LONGDISI/24861CO]

300002397003--8
-01/12/98--01082--003
*****35.00 *****35.00

FILED
98 JAN 12 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Maris Kruze gave authorization
to add Name & Capacity of person
signing on bks behalf of the R.A. 1/15
JB*

V8 JAN 15 1998

RA Chg.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Long Distance International Inc.

1b. Date of incorporation 5/25/93 Document number P938003138

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

United Corporate Services, Inc.

801 Northeast 167th Street, Suite 300, North Miami Beach, Florida 33162

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE

12/24/97

DATE

David Glassman, President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

DATE

Michael A. Barr - President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314