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Mar 23, 1999 8:00 am  
Secretary of State

03-23-1999 90008 011 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000080596

1. Corporation Name  
PREPAID TELECOMMUNICATIONS INTERNATIONAL, INC.



Principal Place of Business 9300 S DADELAND BLVD SUITE 600 MIAMI FL 33156 US	Mailing Address 9300 S DADELAND BLVD SUITE 600 MIAMI FL 33156 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 14201 SW 83 AVE Suite, Apt. #, etc. 22 City & State 23 MIAMI, Florida Zip 24 33158 Country 25 DADE	2a. Mailing Address 26 14201 SW 83 AVE Suite, Apt. #, etc. 27 City & State 28 MIAMI, Florida Zip 29 33158 Country 30 DADE
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3. Date Incorporated or Qualified 11/16/1993	4. FEI Number 65-0450128	Applied For 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 checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent  
SHOEMAKER, J R  
9300 S DADELAND BLVD  
SUITE 600  
MIAMI FL 33156

81 Name MC CLEAN, J. PORTER	82 Street Address (P.O. Box Number is Not Acceptable) 14201 SW 83 AVE	83
84 City MIAMI	85 FL	86 Zip Code 33158

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   
Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

3/16/99  
DATE

12. OFFICERS AND DIRECTORS		DELETED
TITLE	D	<input checked="" type="checkbox"/>
NAME	SHOEMAKER, J R	
STREET ADDRESS	9300 S DADELAND BLVD SUITE 600	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	<input type="checkbox"/>
NAME	MCCLEAN, J P	
STREET ADDRESS	14201 SW 83RD AVENUE	
CITY-ST-ZIP	MIAMI FL 33158	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	Dir	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1.2 NAME	MCCLEAN, JUANITA		
1.3 STREET ADDRESS	14201 SW 83 AVENUE		
1.4 CITY-ST-ZIP	MIAMI, FL 33158		
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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:   
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/16/99  
Date

305-257-4143  
Daytime Phone #

CR2E034 (11/98)