FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT

1995/96

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

FILED
May 16 1996 8:00 am
Secretary of State

DOCUMENT # P94000061009

1. Corporation Name
AMERITEL PAYPHONE DISTRIBUTORS, INC.

Principal Place of Business / Mailing Address

11098 Biscayne Blvd., #201
Miami, Fl 33161

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 8/18/94
3a. Date of Last Report:

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip / Country
24 / 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip / Country
29 / 30

4. FEI Number: 65-0577047
Applied For / Not Applicable

5. Certificate of Status Desired: [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: [ ] $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes. [X] Yes [ ] No

9. Name and Address of Current Registered Agent

PETER G. GRUBER, P.A.
ONE DATRAN CENTER, SUITE 910
9100 SOUTH DADELAND BLVD.
MIAMI, FL 33156

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 607.1506, 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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P/S/D	11 TITLE	[ ] Change [ ] Addition
NAME	SHEVIN GOODMAN	12 NAME	
STREET ADDRESS	11098 BISCAYNE BLVD., #201	13 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FL 33161	14 CITY-ST-ZIP	
TITLE		21 TITLE	[ ] Change [ ] Addition
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE		31 TITLE	[ ] Change [ ] Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	[ ] Change [ ] Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	[ ] Change [ ] Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	[ ] Change [ ] Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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***225.00

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this 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: SHEVIN GOODMAN — 5/9/96 — (305)899-9893
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone Number

96-5-15