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Mar 18 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 # P95000035649 (9)

1. Corporation Name:

TEL-AMERICA USA, INC.

Principal Place of Business

1515 S. FLAGLER DR.
#2802
W. PALM BCH. FL 33401

Mailing Address

1515 S. FLAGLER DR.
#2802
W. PALM BCH. FL 33401-7161

2. Principal Place of Business

21 1515 S. Flagler Dr
22 Suite #2802
23 W Palm Bch Fla
24 Zip 33401
25 Country

2a. Mailing Address

26 Same
27 Suite, Apt. #, etc
28 City & State
29 Zip
30 Country

9. Name and Address of Current Registered Agent

MCCALL, GLORIA S
1515 S. FLAGLER DR.
#2802
W. PALM BCH. FL 33401

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

Signature of the person for whom the corporation is registered

Signature of the person for whom the corporation is registered

DATE

3.1.1997

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	MCCALL, GLORIA S	
STREET ADDRESS	1515 S. FLAGLER DR. #2802	
CITY- ST- ZIP	W. PALM BCH. FL 33401	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	Change	Addition
12 NAME		
13 STREET ADDRESS		
14 CITY- ST- ZIP	Change	Addition
21 TITLE		
22 NAME		
23 STREET ADDRESS		
24 CITY- ST- ZIP	Change	Addition
31 TITLE		
32 NAME		
33 STREET ADDRESS		
34 CITY- ST- ZIP	Change	Addition
41 TITLE		
42 NAME		
43 STREET ADDRESS		
44 CITY- ST- ZIP	Change	Addition
51 TITLE		
52 NAME		
53 STREET ADDRESS		
54 CITY- ST- ZIP	Change	Addition
61 TITLE		
62 NAME		
63 STREET ADDRESS		
64 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)(g), Florida Statutes. 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, unchanged, or as an attachment with an address.

SIGNATURE:

[Signature]



CR2E034 (9/96)