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Mar 04 1997 8:00am
Secretary of State



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

PROFIT CORPORATION
ANNUAL REPORT
1997

DOCUMENT # P96000046220 (5)

1. Corporation Name
USACCESS, INC.



Principal Place of Business Mailing Address
9500 SOUTH DADELAND BLVD., SUITE 710
MIAMI FL 33156 9500 SOUTH DADELAND BLVD., SUITE 710
MIAMI FL 33158-2849

3. Date Incorporated or Qualified 05/23/1996
3a. Date of Last Report
4. FEI Number 65-0680025
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 Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
HILLMAN-WALKER, LOUIS M ESQ.
801 PONCE DE LEON BLVD., SUITE 502
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
81 Name Louis M. Hillman-Walker
82 Street Address (P.O. Box Number is Not Acceptable) 901 Ponce de Leon Blvd.
83 #502
84 City Coral Gables FL 85 Zip Code 33134

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] DATE 2/10/97
(NOTE: Registered Agent signature required when refiled)

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Includes fields for Title, Name, Street Address, City-St-Zip, and checkboxes for Delete, Change, and Addition.

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 recipient 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 on an attachment with an address.

SIGNATURE: [Signature] DATE 2/10/97 DAYTIME PHONE # 165-00 6709449

CR2E034 (9/96)