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Mar 04 1997 8:00am

Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997

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

DOCUMENT # P96000046220 (5)

1. Corporation Name
USACCESS, INC.

Principal Place of Business
8500 SOUTH DADELAND BLVD., SUITE 710
MIAMI FL 33156

Mailing Address
8500 SOUTH DADELAND BLVD., SUITE 710
MIAMI FL 33156-2849



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/23/1996		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 65-0680025		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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 reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		12 NAME	
STREET ADDRESS		13 STREET ADDRESS	
CITY- ST- ZIP		14 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY- ST- ZIP		24 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY- ST- ZIP		34 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY- ST- ZIP		44 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY- ST- ZIP		54 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY- ST- ZIP		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)(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 registered 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 or changed, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: 2/10/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)