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Feb 12 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 # P96000053261 (9)

1. Corporation Name
TELEAMERICAS, INC.



Principal Place of Business: 3530 MYSTIC POINTE DR. #2503 AVENTURA FL 33180
Mailing Address: 3530 MYSTIC POINTE DR. #2503 AVENTURA FL 33180-4533

3. Date Incorporated or Qualified: 06/19/1996
3a. Date of Last Report
4. FEI Number: 65-0679283
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

2. Principal Place of Business
21. Suite, Apt. #, etc.
22. City & State
23. Zip
24. Country
2a. Mailing Address
26. Suite, Apt. #, etc.
27. City & State
28. Zip
29. Country
30. Country

9. Name and Address of Current Registered Agent
STERENFELD, JACKS
3530 MYSTIC POINTE DR, #2503
AVENTURA FL 33180

10. Name and Address of New Registered Agent
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

Table with 5 rows and 2 columns: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Row 1: D, STERENFELD, JACKS, 3530 MYSTIC POINTE DR, #2503, AVENTURA FL 33180.

Table with 5 rows and 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 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 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: [Handwritten Signature] (JACKS STERENFELD) 2/3/97 (305) 337-4295
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)