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Mar 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P96000055543 (8)

USA BEEPERS # 3 INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 9813 SW 40 ST. MIAMI FL 33165		Mailing Address 9813 SW 40 ST. MIAMI FL 33165	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
ESPINOZA, NANCY 9813 SW 40 ST. MIAMI FL 33165		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 607.1508, 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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	
NAME	ESPINOZA, NANCY	1.2 NAME	
STREET ADDRESS	9813 SW 40 ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33165	1.4 CITY-ST-ZIP	
TITLE	DST	2.1 TITLE	
NAME	GUILLÉN, NESTOR	2.2 NAME	
STREET ADDRESS	9813 SW 40 ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33165	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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: *Nancy Espinoza* NANCY ESPINOZA 1/17/98 305-220-9665

CR2E034 (10/97)