

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 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
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DOCUMENT # P96000071805 (1)

1. Corporation Name
VIDEOPHONE CORPORATION



Principal Place of Business 3326 MARY STREET SUITE 500 A COCONUT GROVE FL 33133	Mailing Address 3326 MARY STREET SUITE 500 A COCONUT GROVE FL 33133
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 10185 Collins Ave		2a. Mailing Address 26 10185 Collins Ave		3. Date Incorporated or Qualified 08/28/1996	3a. Date of Last Report
Suite, Apt. #, etc. 22 604		Suite, Apt. #, etc. 27 604		4. FEI Number 650698138	Applied For Not Applicable
City & State 23 Bal Harbour Fl		City & State 28 Bal Harbour, Fl		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
Zip 24 33154	Country 25 USA	Zip 29 33154	Country 30 USA	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					

9. Name and Address of Current Registered Agent KIMMEL, STEVEN D 3326 MARY STREET SUITE 500 A COCONUT GROVE FL 33133				10. Name and Address of New Registered Agent	
				81 Name STEVEN D. Kimmel	
				82 Street Address (P.O. Box Number is Not Acceptable) 10185 Collins Ave #604	
				83	
				84 City Tal Harbour	85 Zip Code FL 33154

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  **Steven D. Kimmel** DATE **8/8/97**
Signature, typed or printed name of registered agent and date of filing (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE D	<input type="checkbox"/> DELETE			1.1 TITLE Director, C.R.G.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME KIMMEL, STEVEN D				1.2 NAME Kimmel Steven D			
STREET ADDRESS 3326 MARY STREET, SUITE 500				1.3 STREET ADDRESS 10185 Collins Ave #604			
CITY-ST-ZIP COCONUT GROVE FL 33133				1.4 CITY-ST-ZIP Bal Harbour, Fl. 33154			
TITLE	<input type="checkbox"/> DELETE			2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				2.2 NAME			
STREET ADDRESS				2.3 STREET ADDRESS			
CITY-ST-ZIP				2.4 CITY-ST-ZIP			
TITLE	<input type="checkbox"/> DELETE			3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				3.2 NAME			
STREET ADDRESS				3.3 STREET ADDRESS			
CITY-ST-ZIP				3.4 CITY-ST-ZIP			
TITLE	<input type="checkbox"/> DELETE			4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE	<input type="checkbox"/> DELETE			5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE	<input type="checkbox"/> DELETE			6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 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.

CR2E034 (4/97)