

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 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 # P96000079824 (4)
1. Corporation Name
PHONE CARD INTERNATIONAL COMMUNICATIONS, INC.

Principal Place of Business Mailing Address
2875 S. ORANGE AVE., STE. 500-415 2875 S. ORANGE AVE., STE. 500-415
ORLANDO FL 32806 ORLANDO FL 32806



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		09/24/1996	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-3452559	
24 Country		29 Country		5. Certificate of Status Desired	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				8. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30	
				Yes No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CARVO, CARYN G 4875 N. FEDERAL HWY., 7TH FL. FT. LAUDERDALE FL 33308				81 Name JOE DINARDO			
				82 Street Address (P.O. Box Number is Not Acceptable) 2875 S. ORANGE AVE			
				83 Suite 500-415			
				84 City ORLANDO			
				FL 85 Zip Code 32806			

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 JOE DINARDO PRES DATE 4.9.98
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPST	1.1 TITLE	
NAME	DINARDO, JOSEPH	1.2 NAME	
STREET ADDRESS	2875 S. ORANGE AVE., STE. 500-415	1.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL 32808	1.4 CITY-ST-ZIP	
TITLE	VICE PRES. / COO	2.1 TITLE	Vice President
NAME	LEE D. GROVE	2.2 NAME	LEE D. GROVE
STREET ADDRESS	2875 S. ORANGE AVE. STE 500-415	2.3 STREET ADDRESS	2875 S. ORANGE AVE Suite 500-415
CITY-ST-ZIP	ORLANDO, FL 32806	2.4 CITY-ST-ZIP	ORLANDO, FL 32806
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: JOE DINARDO PRES 4-9-98 800-845-6092

CR2E034 (10/97)