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Secretary of State

PROFIT CORPORATION ANNUAL REPORT

1998

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

DOCUMENT # P97000009359

1. Corporation Name

DISCOUNT CALLING CLUB, INC.

Principal Place of Business	Mailing Address
11011 Pines Boulevard Suite 101 Pembroke Pines, Florida 33024	11011 Pines Boulevard Suite 101 Pembroke Pines, Florida 33024

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 10011 Pines Boulevard	2a. Mailing Address 26 10011 Pines Boulevard
Suite, Apt. #, etc. 22 Suite 101	Suite, Apt. #, etc. 27 Suite 101
City & State 23 Pembroke Pines, Fl.	City & State 28 Pembroke Pines, Fl.
Zip 24 33024 / Country 25 USA	Zip 29 33024 / Country 30 USA

3. Date Incorporated or Qualified: January 27, 1997

4. FEI Number: [X] 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 owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [X] No

9. Name and Address of Current Registered Agent

Joel M. Gaulkin, Esq.
4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, Florida 33146

10. Name and Address of New Registered Agent

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 / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE Director Robert Gifford 11011 Pines Boulevard, Suite 101 Pembroke Pines, Fl. 33024	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	[X] Change [ ] Addition 10011 Pines Boulevard
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE President Robert Gifford 11011 Pines Boulevard, Suite 101, Pembroke Pines, Fl. 33024	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	[X] Change [ ] Addition 10011 Pines Boulevard
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	[ ] Change [ ] Addition 800002510888 -05/05/98--01061--031 ***150.00
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	[ ] Change [ ] Addition

CR2E034 (10/97)

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 added to the report with an address.

SIGNATURE: _____ 3/23/98

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #