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Feb 18 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 # P97000017534 (3) 1. Corporation Name RIUTEL ORLANDO, INC.					
Principal Place of Business POST OFFICE BOX 8020 HALLANDALE FL 33008			Mailing Address POST OFFICE BOX 8020 HALLANDALE FL 33008		
2. Principal Place of Business 21 8688 PALM PARKWAY Suite, Apt. #, etc. 22 ORLANDO, FL 32836 City & State 23 Zip 32836 Country ORANGE		2a. Mailing Address 26 RIUTEL ORLANDO Suite, Apt. #, etc. 27 3101 COLLINS AVE City & State 28 MIAMI BEACH FL Zip 33140 Country MIAMI DARE		3. Date Incorporated or Qualified 02/24/1997 4. FEI Number 65-0737483 Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>	
9. Name and Address of Current Registered Agent BROWN, GARY L 20803 BISCAYNE BLVD SUITE 200 AVENTURA FL 33180		10. Name and Address of New Registered Agent 81 Name LUIS RIV 82 Street Address (P.O. Box Number is Not Acceptable) 83 3101 COLLINS AVE. 84 City MIAMI BEACH FL 85 Zip Code 33140			
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 <i>[Signature]</i> Luis Riv President DATE 2/11/98 <small>Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE PTD <input type="checkbox"/> DELETE NAME RIU, LUIS JR STREET ADDRESS % BEDZOW KORN & KAN, P.A., P. O. BOX 8020 CITY-ST-ZIP HALLANDALE FL 33008			1.1 TITLE PTD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME LUIS RIV 1.3 STREET ADDRESS 3101 COLLINS AVE 1.4 CITY-ST-ZIP MIAMI BEACH, FL 33140		
TITLE VSD <input type="checkbox"/> DELETE NAME RIU GUELL, CARMEN STREET ADDRESS 17875 COLLINS AVENUE CITY-ST-ZIP N. MIAMI BEACH FL 33180			2.1 TITLE VSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME CARMEN RIV GUELL 2.3 STREET ADDRESS 3101 COLLINS AVE 2.4 CITY-ST-ZIP MIAMI BEACH FL, 33140		
TITLE D <input type="checkbox"/> DELETE NAME TETTINEK, MICHAEL STREET ADDRESS % BEDZOW KORN & KAN, P. O. BOX 8020 CITY-ST-ZIP HALLANDALE FL 33008			3.1 TITLE D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME TETTINGK, MICHAEL 3.3 STREET ADDRESS 3101 COLLINS AVE 3.4 CITY-ST-ZIP MIAMI BEACH, FL 33140		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		



DO NOT WRITE IN THIS SPACE

SIGNATURE:

[Signature] **Luis Riv President** **2/11/98** **(305) 673-5333**

CR2E034 (10/97)