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FILED
Jun 05 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 # P97000037840
1. Corporation Name

ITELSA (USA), INC.

Principal Place of Business Mailing Address

444 BRICKELL AVENUE, SUITE 650
MIAMI, FLORIDA 33131

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
4/28/97

4. FEI Number 65-075 5749 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 No

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 29 Country 30 Country

9. Name and Address of Current Registered Agent

COBER CORPORATE AGENTS, INC.
2601 So. Bayshore Drive, 19th Fl.
Miami, Fl. 33133

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 _____ (Signature typed or printed name of registered agent and title, if applicable) (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE D DELETE

NAME ALBERT L. WEINTRAUB

STREET ADDRESS 444 Brickell Avenue, Suite 650

CITY-ST-ZIP Miami, Fl. 33131

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME 100002552521

1.3 STREET ADDRESS -06/09/98--01037--020

1.4 CITY-ST-ZIP ***150.00

2.1 TITLE Chairman of Board Change Addition

2.2 NAME ALBERT L. WEINTRAUB

2.3 STREET ADDRESS 444 Brickell Ave., Suite 650

2.4 CITY-ST-ZIP Miami, Fl. 33131

3.1 TITLE Change Addition

3.2 NAME CEO/P

3.3 STREET ADDRESS RONALD L. TOLLIVER

3.4 CITY-ST-ZIP 444 Brickell Ave., Suite 650

4.1 TITLE Change Addition

4.2 NAME S

4.3 STREET ADDRESS D. Robert Lewis

4.4 CITY-ST-ZIP 444 Brickell Ave., Suite 650

5.1 TITLE Change Addition

5.2 NAME Asst. S

5.3 STREET ADDRESS RICHARD N. BERNSTEIN

5.4 CITY-ST-ZIP 444 Brickell Ave., Suite 650

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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: *Richard N. Bernstein* 5/26/98 (305) 374-8377
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR RICHARD N. BERNSTEIN, ASSISTANT SECRETARY Date Daytime Phone #

CR2E034 (10/97)