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Secretary of State

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PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000046504

1. Corporation Name

U.S.A. NATIONAL CALLING CARDS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business

7900 NW 36 ST
MIAMI FL 33166

Mailing Address

7900 NW 36 ST
MIAMI FL 33166

3. Date Incorporated or Qualified

05/27/1997

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

65-0755836

Applied For

Not Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

City & State

City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

Zip

Country

Zip

Country

8. This corporation owes the current year Intangible Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FINK, BRIAN L., CATLIN, SAXON, TUTTLE
169 E. FLAGLER ST.
SUITE 1700
MIAMI FL 33131

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.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME ARIAS, LUIS
STREET ADDRESS 2810 SW 137 CT
CITY-ST-ZIP MIAMI FL 33175

1.1 TITLE PD
1.2 NAME LUIS ARIAS
1.3 STREET ADDRESS 7900 N.W. 36 TH STREET
1.4 CITY-ST-ZIP MIAMI, FL 33166

TITLE VD
NAME LALAMA, LUIS E
STREET ADDRESS 3411 S.W. 112 AVENUE
CITY-ST-ZIP MIAMI FL 33165

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
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, with all other like empowered.

SIGNATURE: X

SIGNATURE REQUIRED

X 4-28-99

305-639-9590

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)