

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

FILED
May 19 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 # P97000079032 (3)

1. Corporation Name

STARSCAPE, INC.

(Changed to: US CityNet, Inc.)

Principal Place of Business

Mailing Address

4331 NORTH FEDERAL HIGHWAY
SUITE 402A
FT. LAUDERDALE FL 33308

4331 NORTH FEDERAL HIGHWAY
SUITE 402A
FT. LAUDERDALE FL 33308

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/12/1997

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

\$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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

AMERILAWYER CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City

PHYLLIS J. MONACO
4331 N. FEDERAL HWY
SUITE 402-A
FT. LAUDERDALE

FL 85 Zip Code
33308

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

PHYLLIS J. MONACO
Phyllis J. Monaco, President

4/20/98

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

PSDT
MONACO, PHYLLIS J
4331 NORTH FEDERAL HIGHWAY
FT. LAUDERDALE FL 33308

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
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STREET ADDRESS
CITY-ST-ZIP

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

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

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

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

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

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

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
Phyllis J. Monaco, President
4/20/98

CR2E034 (1097)