

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

FILED
Jun 19, 1999 8:00 am
Secretary of State

06-19-1999 90002 026 ***150.00

DOCUMENT # P98000012423

1. Corporation Name

UCN ACQUISITION CORPORATION

Principal Place of Business Mailing Address
444 Brickell Avenue, Ste. 650 " "
Miami, Florida 33131 " "

DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified
02/06/98

| | | | | | | | |
|--------------------------------|--|---------------------|--|---|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 4. FEI Number | | Applied For | |
| 21 | | 26 | | 65-0811651 | | Not Applicable | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 5. Certificate of Status Desired | | <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 22 | | 27 | | 6. Election Campaign Financing | | <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| City & State | | City & State | | Trust Fund Contribution | | <input type="checkbox"/> | |
| 23 | | 28 | | 8. This corporation owes the current year Intangible Personal Property Tax. | | <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| Zip | | Zip | | Country | | Country | |
| 24 | | 25 | | 29 | | 30 | |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

81 Name James Weintraub
82 Street Address (P.O. Box Number is Not Acceptable) 444 Brickell Avenue, Suite 650
83
84 City Miami FL 85 Zip Code 33131

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

James Weintraub
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-registering)

5/27/99

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------------|---|---|
| TITLE | D <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | Weintraub, Albert L. | 1.2 NAME | |
| STREET ADDRESS | 444 Brickell Ave., Suite 650 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | Miami, FL. 33131 | 1.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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. If on an attachment with an address, with all other like empowered.

SIGNATURE: X

Albert L. Weintraub

6-11-99

(305) 372-8722

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)