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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PROCESSED RECEIVED JAN 03 2005 SEC. MAIL WASH., D.C. 202

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.) UNITS CONSISTING OF 8% CONVERTIBLE PROMISSORY NOTES AND WARRANTS TO PURCHASE COMMON STOCK (BOTH THE UNITS AND THE UNDERLYING COMMON STOCK ARE BEING ISSUED PURSUANT TO EXEMPTION).

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [ X ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [ x ] Amendment

PROCESSED JAN 05 2005 THOMSON FINANCIAL



*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

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Full Name (Last name first, if individual)  
Miller, Martin

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Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Berman, David

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Greenman, Irving

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Srour, David

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Sablon, Ricardo

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Dunne, Gerald

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Gambone, Deborah

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Myatt, Stanley

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Elan, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Cooney, John

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Kaninski, Elaine

Business or Residence Address (Number and Street, City, State, Zip Code)  
11900 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ n/a  
 minimum

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) Maxim Group LLC was retained as a placement agent

Business or Residence Address (Number and Street, City, State, Zip Code)  
 405 Lexington Avenue, New York, New York

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (see appendix)  
 (Check "All States" or check individual States)  All States  
 those states indicated on the attached Appendix

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

The form will be amended as sales are made

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Information herein relating to proceeds, amount of securities, and number of purchases is cumulative.

Type of Security **	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 13,800,000	\$ 2,262,500
Equity .....	\$	\$

[ ] Common [ ] Preferred		
Convertible Securities (including warrants) notes and warrants	\$ **	\$ **
Partnership Interests .....	\$	\$
Other (Specify: common stock underlying warrants ).	\$	\$
Total .....	\$ 13,800,000	\$ 2,262,500

Answer also in Appendix, Column 3, if filing under ULOE.

\*\* The Offering is comprised of Units, each Unit consisting of: (i) one (1) \$100,000 5% Unsecured Subordinated Convertible Joint Promissory Note Due May 2007 of the Issuer and its wholly owned subsidiary Voxx Corporation ("Voxx"); (ii) the right to receive in the future Common Stock Purchase Warrants of Issuer; and/or (iii) the right to receive in the future as described below Common Stock Purchase Warrants of Voxx (the "Voxx Warrants"). If Voxx consummates an IPO or a spin-off of its Common Stock, the then outstanding Notes will be immediately converted into shares of Voxx Common Stock and the holders of the then outstanding Notes will only be entitled to receive and exercise warrants to purchase shares of Voxx Common Stock and will not be entitled to exercise warrants to purchase shares of Issuer Common Stock.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	19	\$ 2,262,500
Non-accredited Investors .....		\$
Total (for filings under Rule 504 only) .....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the

estimate. ASSUMES COMPLETE OFFERING AND REPRESENTS  
PROJECTED EXPENSES

Transfer Agent's Fees .....	<input type="checkbox"/> \$ _____
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input type="checkbox"/> \$ 35,000
Accounting Fees .....	<input type="checkbox"/> \$ _____
Engineering Fees .....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) nonaccountable.....	<input type="checkbox"/> \$ 1,380,000
Other Expenses (identify) Finders' Fees.....	<input type="checkbox"/> \$ 85,000
Total .....	<input type="checkbox"/> \$ 1,500,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 12,300,000


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> _____
Other (specify): construction, acquisition and operation of <u>International call centers and infrastructure and working capital related to same</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 12,300,000
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 12,300,000
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ 12,300,000



**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
EPIXTAR CORP.		1/16/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
IRVING GREENMAN	Chief Financial Officer	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No  
[ ] [X]

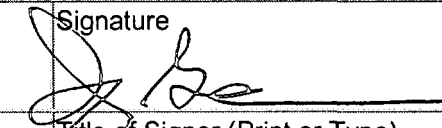
.....  
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
EPIXTAR CORP.		1/16/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
IRVING GREENMAN	Chief Financial Officer	



MA	X	Units of Notes and Warrants \$13,800,000	1	\$100,000				X
MI	X	Units of Notes and Warrants \$13,800,000	1	\$50,000				X
MN								
MS								
MO	X	Units of Notes and Warrants \$13,800,000	1	\$150,000				X
MT								
NE								
NV								
NH								
NJ								
NM								
NY	X	Units of Notes and Warrants \$13,800,000	3	\$325,000				X
NC								
ND								
OH	X	Units of Notes and Warrants \$13,800,000	1	\$25,000				X
OK								
OR	X	Units of Notes and Warrants \$13,800,000	1	\$12,500				X
PA								
RI								
SC								
SD								
TN								
TX	X	Units of Notes and Warrants \$13,800,000	1	\$50,000				X
UT								
VT								
VA								
WA	X	Units of Notes and Warrants \$13,800,000	1	\$25,000				X

WV									
WI		X	Units of Notes and Warrants \$13,800,000	1	\$100,000				X
WY									
PR									

The above is cumulative and excludes a foreign investor.

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
 Last update: 06/06/2002