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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

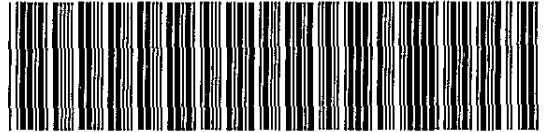
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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FILED
02 OCT 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED
02 OCT 31 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 800914 145524A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 87.50

ORDER DATE : October 30, 2002
ORDER TIME : 10:27 AM
ORDER NO. : 800914-005
CUSTOMER NO: 145524A
CUSTOMER: Sid H. Eibl, President
Continental Equity Advisors
2633 Lantana Road
Suite 44
Lantana, FL 33462

FOREIGN FILINGS

NAME: UNIVERSAL TELECOM USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. UNIVERSAL TELECOM USA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 65-0796680
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03-03-1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1160 NW 159TH DRIVE, MIAMI FLORIDA 33169
(Principal office address)

2711 CENTERVILLE RD SUITE 400 WILMINGTON, DE 19808
(Current mailing address)

8. SERVICE BUSINESS AND WHOLESALE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SID EIBL VON ROSPELNI
Address: 1160 NW 159TH DRIVE, MIAMI FL 33169

~~Vice Chairman~~ Director: CHRISTOPHER C. TAYLOR
Address: 1160 NW 159TH DRIVE, MIAMI, FL 33169

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FLORIDA

Director: ~~SID EIBL VON ROSPELNI~~
Address: ~~1160 NW 159TH DRIVE MIAMI FL 33169~~

Director: _____
Address: _____

B. OFFICERS

President: ~~CHARLES EIBL~~ CHRISTOPHER C. TAYLOR
Address: 1160 NW 159TH DRIVE, MIAMI FL 33169

Vice President: RANDOLPH HARRIS III
Address: 1160 NW 159TH DRIVE, MIAMI FL 33169

Secretary: SID EIBL VON ROSPELNI

Treasurer: ~~HARRIS EIBL VON ROSPELNI~~

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SID EIBL VON ROSPELNI
(Typed or printed name and capacity of person signing application)

Delaware

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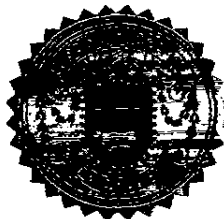
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL TELECOM USA, INC. DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNIVERSAL TELECOM USA, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2063322

DATE: 10-30-02