

F95000002187
TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

200001461712
-04/20/95--01104--005
*****70.00 *****70.00

SUBJECT: GATEWAY COMMUNICATIONS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-8606

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MATT MATSON
(Name of Person)
GATEWAY COMMUNICATIONS, INC.
(Firm/Company)
#1 EAST BROWARD BLVD. SUITE 1509
(Address)
FT. LAUDERDALE, FL. #33301
(City, State and Zip Code)

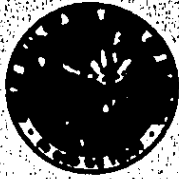
Should you need to call someone concerning this matter, please call:

MATT MATSON
(Name of Person) at (**305**) **356** . **0412**
Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 AM 10:11
h/s 29

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

21, 1995

MASON
WAY COMMUNICATIONS, INC.
ST BROWARD BLVD. SUITE 1509
FT. LAUDERDALE, FL 33301

SUBJECT: GATEWAY COMMUNICATIONS, INC.
Ref. Number: W9500008606

We have received your document for GATEWAY COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

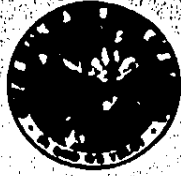
A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 695A00018872



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1995

MATT MASON
GATEWAY COMMUNICATIONS, INC.
#1 EAST BROWARD BLVD. SUITE 1509
FT. LAUDERDALE, FL 33301

SUBJECT: GATEWAY COMMUNICATIONS, INC.
Ref. Number: W95000008606

We have received your document for GATEWAY COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please accept my apology for failing to note this before.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 195A00020279

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned M. Matson, do hereby certify that this Resolution of the Board of Directors of GATEWAY COMMUNICATIONS, INC., a corporation duly organized and existing under the laws of the State of NEVADA, was duly adopted on 5/1, 19 95.

Resolved, that GATEWAY COMMUNICATIONS, INC., organized and existing in the State of NEVADA, hereby adopts the name GATEWAY COMMUNICATIONS, INC. OF FT. LAUDERDALE for use in Florida.

Dated: 5/1/95

M. Matson

Signature of at least one director

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. GATEWAY COMMUNICATIONS, 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. NEVADA

(State or country under the law of which it is incorporated)

3. **88-0295386

(FEI number, if applicable)

4. JULY 2, 1992

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 19, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. APRIL 19, 1995

3540 W. SAHARA AVE. #294, LAS VEGAS, NV 89102

(Current mailing address)

A COMPUTER COMMUNICATIONS BUSINESS PROVIDING LINKAGE BETWEEN THE CONSUMER
& THE VENDOR THROUGH THE INTERNET.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: VIRGINIA MAHAN

Office Address: #1 EAST BROWARD BLVD. SUITE 1509

FT. LAUDERDALE

, Florida, 33301

(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.

Virginia Mahan
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: N. MATSON

Address: 2204 CLUB PACIFIC WAY #103

LAS VEGAS, NV. 89128

Vice President: _____

Address: _____

Secretary: PHYLLIS REFF

Address: 4812 MARYVALE DRIVE

LAS VEGAS, NV. 89130

Treasurer: PHYLLIS REFF

Address: 4812 MARYVALE DRIVE

LAS VEGAS, NV. 89130

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

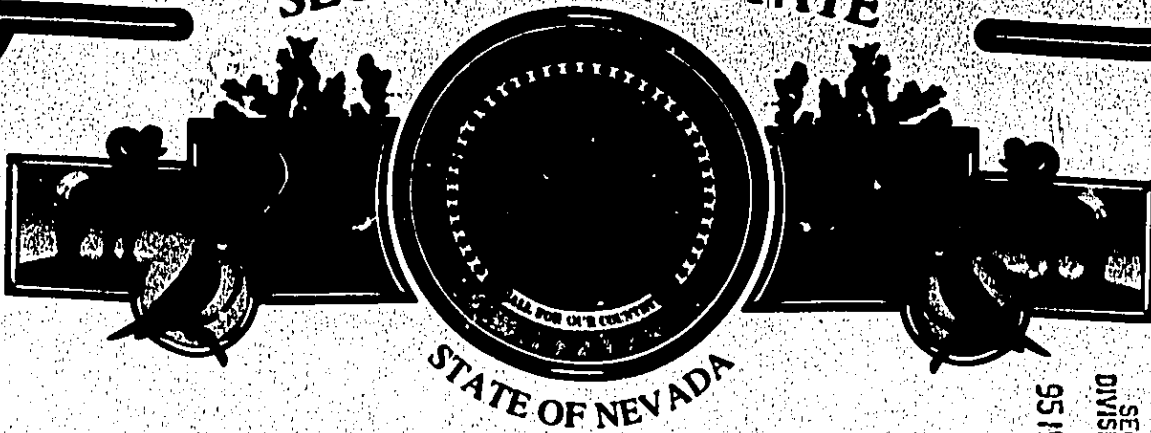
13.

Phyllis Reff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

PHYLLIS REFF, CORPORATE SECRETARY
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 AM 10:11

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, **GATEWAY COMMUNICATIONS, INC.** at the date of this certificate, is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 18TH day of APRIL, 1995.

Dean Heller

Secretary of State

By *Juliana Mayjees*
Certification Clerk

