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CT CORPORATION SYSTEM

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November 17, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001647694
-11/28/95--01114--008
*****70.00 *****70.00

Re: Brittan Communications International Corporation
Order #:378115

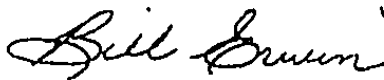
Gentlemen:

As requested by counsel, we enclose for filing qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,



Bill Erwin
Customer Specialist

BE:as

Enclosures

441/28
60 3 12 23 11 15
11/28/95

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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:

1. Brittan Communications International Corporation

(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. Texas

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

3. 76-0453004

(FEI number, if applicable)

4. November 18, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 602 Sawyer, Suite 202, Houston, Texas 77007

(Current mailing address)

SELLING OF LONG DISTANCE TELEPHONE SERVICES

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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Inland Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

E. Wayne Patterson
(Registered agent's signature) (Officer)

E. Wayne Patterson, Asst. Vice President
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. Jim Edwards, President

(Typed or printed name and capacity of person signing application)



BCI CORP.

602 Sawyer, Suite 202, Houston, Texas 77007
713/880 9911 • BCO/460 9834 • Fax 713/880 4440

November 15, 1995

SUBJECT: Brittan Communications International Corporation
"BCI Corp."
List of Directors and Officers

To Whom It May Concern:

BCI Corp. number of Initial Directors is two (2). The names and addresses of the initial Directors are:

Jim G. Edwards
1701 Hermann Drive #3303
Houston, Texas 77004

Michael H. Driscoll
1839 Colquitt
Houston, Texas 77098

BCI Corp. officers are as listed below:

Jim G. Edwards
President / C.E.O.
1701 Hermann Drive #3303
Houston, Texas 77004

Arthur W. Jones
Vice President
1328 Bomar #1
Houston, Texas 77006

William J. Hokanson
C.I.O.
4010 Longherridge
Pearland, Texas 77581

Jim Evans
Corporate General Council
2103 Commonwealth
Houston, Texas 77006

Please feel free to call me with any questions concerning this matter.

Sincerely,



Jim Edwards
President & CEO
BCI Corp.

/cp

69 9 11 03
69 9 11 03



The State of Texas

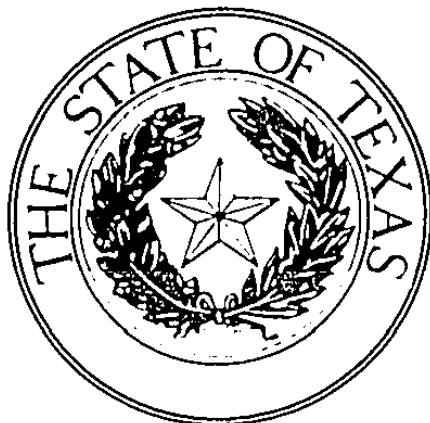
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

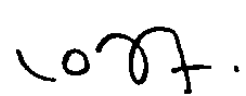
BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION
CHARTER NO. 1334232-00

were filed in this office and a certificate of incorporation was issued on
NOVEMBER 18, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 10, 1995.*



Antonio O. Garza, Jr.
Secretary of State

MAC