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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PUBLICALL TELECOMMUNICATIONS INC.

AUDIT NUMBER.....H98000010755

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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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:

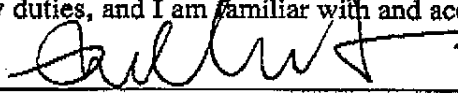
- 1. Publicall Telecommunications Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY," "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware
(State or country under the law of which it is incorporated)
- 3. 22-3511691
(FEI number, if applicable)
- 4. April 11, 1997
(Date of Incorporation)
- 5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. upon filing this application
(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))
- 7. 24 Dorset Court
Somerset, NJ 08873
(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens, FL 33418

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.

By: 
Corporate Creations Enterprises Inc.
Luis A. Uriarte, Vice President

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.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Ricardo Cumberbatch
24 Dorset Court
Somerset NJ 08873

Jacqueline Cumberbatch
24 Dorset Court
Somerset NJ 08873

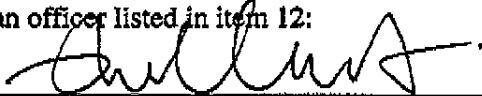
B. OFFICERS

PRESIDENT Ricardo Cumberbatch
24 Dorset Court
Somerset NJ 08873

SECRETARY Ricardo Cumberbatch
24 Dorset Court
Somerset NJ 08873

TREASURER Jacqueline Cumberbatch
24 Dorset Court
Somerset NJ 08873

13. Signature of an officer listed in item 12:

By: 

Ricardo Cumberbatch, President
by L.A. Uriarte as attorney-in-fact

Date: 6/9/98

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUBLICALL TELECOMMUNICATIONS INC." IS 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 NINTH DAY OF JUNE, A.D. 1998.

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Edward J. Freel

Edward J. Freel, Secretary of State 981221670

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AUTHENTICATION:

06-09-98

DATE:

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