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236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 2/6/01 16:00

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01 FEB - 6 PM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

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FILING For. qual.

1.) New Connects, Inc.
(CORPORATE NAME & DOCUMENT #)

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-02/06/01--01031--010
*****87.50 *****87.50

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

2/6

RECEIVED
FEB - 6 AM 10:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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- New Connects, 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.)
- Texas 3. 75-285-7909
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- January 5, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 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.)
- 8505 Freeport Parkway North Suite 380
(Principal office address)
Irving, Tx 75063
(Current mailing address)
- Public Utility - Telecommunication Resale
(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: CORPORATE ACCESS, INC.

Office Address: 236 EAST 6TH AVE.

TALLAHASSEE, Florida 32303
(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.

Dary Bennett

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Gregory D. Carr

Address: 4700 Meandering Way
Colleyville, Tx 76034

Vice President: Robert Shields Sr.

Address: 15550 Quorum Dr. # 2636
Addison, Tx 75001

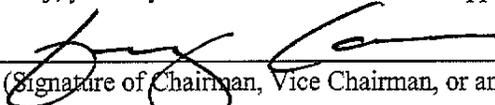
Secretary: Eric S. Carr

Address: 4700 Meandering Way Colleyville, Tx 76034

Treasurer: Robert Shields Sr.

Address: P.O. Box 610146 Dallas, Tx 75261

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

NEW CONNECTS, INC.
File No. 1564786-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently 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
Austin, Texas on December 5, 2000.*



Elton Bomer
Secretary of State

VT