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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Talahassee, FL 32399

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-11/01/99--01065--009
*****78.75 *****78.75

SUBJECT: TELEPHONE SERVICES, INC.

Dear Sir or Madam: W99-25417

CUS

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

MJH

Please return all correspondence concerning this matter to the following:

Andrew O. Kaplan
General Counsel
Telephone Services, Inc.
328 Commonwealth Avenue
Boston, MA 02115
Tel: (617) 578-0883
Fax: (617) 351-0096

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -4 PM 2:12

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 1999

ANDREW O. KAPLAN
328 COMMONWEALTH AVENUE
BOSTON, MA 02115

SUBJECT: TELEPHONE SERVICES, INC.
Ref. Number: W99000025417

We have received your document for TELEPHONE SERVICES, INC. and your check(s) totaling $78.75. 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 DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of $1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00053206

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

TELEPHONE SERVICES, INC.

I, Cynthia Prunty, do hereby certify that this Resolution of the Board of Directors of Telephone Services, Inc., a corporation duly organized and existing under the laws of the State of Nevada was duly adopted on December 17, 1999.

Be it RESOLVED, that Telephone Services, Inc., organized and existing in the State of Nevada, hereby adopts the name Advanced Digital Telephone Services, Inc. for use in Florida.

Dated: December 22, 1999

Cynthia Prunty
President

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. TELEPHONE SERVICES, INC.
   Name of Corporation

2. Nevada, USA
   State of Incorporation

3. 04-346-2035
   FEI Number

4. September 11, 1998
   Date of Incorporation

5. Perpetual
   Year Corporation will Cease to Exist

6. Upon Qualification
   Date First Transacted Business in Florida

7. 328 Commonwealth Avenue Boston, MA 02115
   Current Mailing Address

8. Telecommunications/Internet Service Company
   Purpose of Corporation

9. NRAI SERVICES, INC. 526 East Park Avenue Tallahassee, Florida 32301
   Name and Street Address of Florida Registered Agent

10. Having been named as a 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -4 PM 2:12

Tina Leland /AA

Registered Agent
Tina Leland, Assistant Secretary for NRAI Services, Inc.

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 address of officers and/or directors

B. Officers

President: Cynthia Prunty
328 Commonwealth Avenue
Boston, MA 02115

Secretary/
Treasurer: Cynthia Prunty
328 Commonwealth Avenue
Boston, MA 02115

Cynthia Prunty
President

SECRETARY OF STATE

STATE OF NEVADA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TELEPHONE SERVICES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 11, 1998, 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, on October 12, 1999.

Dean Heller

Secretary of State

By [signature]

Certification Clerk