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ADORNO & ZEDER

003

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Talk Visual Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Justin T. Wilson

(Name of Person)

8000003037548--8

-01/13/00--01049--009

*****87.50 *****87.50

Adorno & Zeder, P.A.

(Firm/Company)

2601 S. Bayshore Drive, Suite 1600

(Address)

Miami, Florida 33133

(City/State/Zip)

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

Justin T. Wilson

(Name of Person)

at (305) 860-7098

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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. Talk Visual 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. Nevada

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

3.

95-4221982

(FEI number, if applicable)

4. November 24, 1998

(Date of incorporation)

5.

Perpetual

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

6. September 1, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3550 Biscayne Blvd., Suite 704

Miami, Florida 33137

(Current mailing address)

8. Video Calling

(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: A Z Registered Agent Corporation

Office Address: 2601 S. Bayshore Dr, Suite 1600

Miami

; Florida, 33133

(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.

Rustin T. Wilson - Secretary and Treasurer
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Michael Zwebner

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

Vice Chairman: Eugene Rosov

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

Director: Alexander Walker, Jr.

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

Director: Michael Cuzner

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Eugene Rosov

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

Vice President: _____

Address: _____

Secretary: Clint Harold Snyder

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

Treasurer: Clint Harold Snyder

Address: 3550 Biscayne Blvd., Suite 704
Miami, Florida 33137

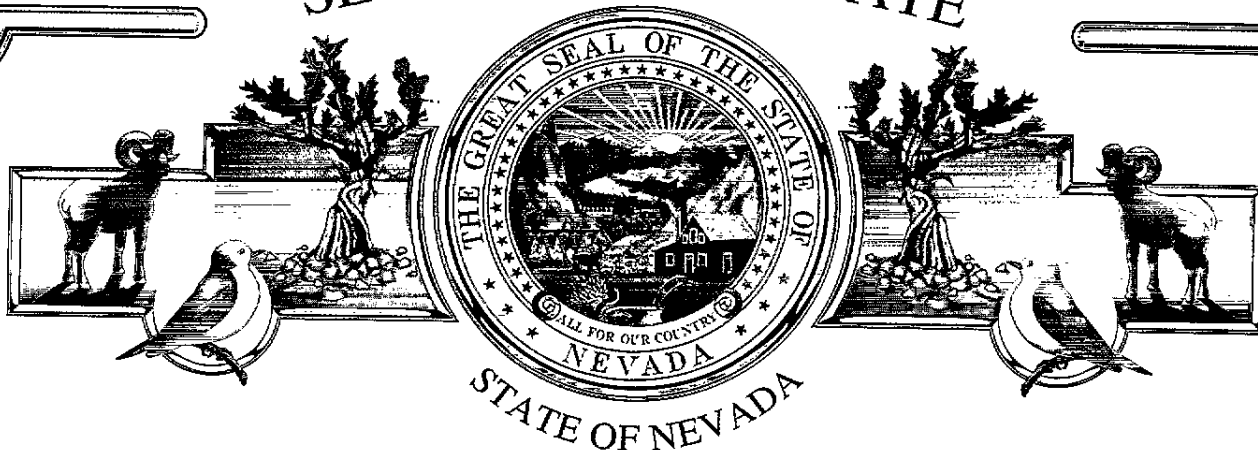
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Zwebner, Chairman
(Type or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



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, limited-liability partnerships and business trusts 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, **TALK VISUAL CORPORATION**, 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 November 24, 1998, and is in good standing in this state.

FILED
JAN 13 11:48:47
CLERK OF THE SECRETARY OF STATE
CARSON CITY, NEVADA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 21, 1999.



Dean Heller

Secretary of State

By

JEP

Certification Clerk