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March 31, 2000

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314
(850) 488-9000

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-04/04700--01071--004
*****70.00 *****70.00

Re: Certificate of Authority for TeleCents Communications, Inc.

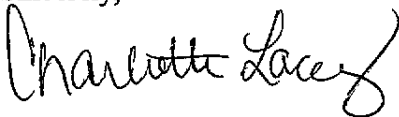
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Michigan Secretary of State; and
3. A check in the amount of \$70.00 payable to the Michigan Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures

c: Mr. Jeffery P. Lauzon (w/enc)

00 APR -4 AM 9:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MJH

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TELECENTS COMMUNICATIONS, INC.
(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:

Charlotte Lacey

(Name of Person)

Telecom Compliance Services, Inc.

(Firm/Company)

6455 East Johns Crossing

(Address)

Duluth

GA

30097

(City/State/Zip)

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

Charlotte Lacey

(Name of Person)

at (678) 775-2244
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**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:*

TELECENTS COMMUNICATIONS, INC.

1. _____
(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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3346124
(FEI number, if applicable)
4. April 7, 1997
(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 817.155, F.S.))
7. 6455 East Johns Crossing, Suite 285, Duluth, GA 30097

(Current mailing address)

8. Provide Telecommunication Services
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: National Corporate Research, Ltd., Inc.

Office Address: 1406 Hays Street Suite #2
Tallahassee, Florida, 32301
(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.

(Registered agent's signature)

John L. Morrissey, Asst. VP

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.

00 APR -4 AM 9:52

SECRETARY OF STATE
DIVISION OF CORPORATIONS

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeffrey P. Lauzon

Address: 8615 Richardson Road, Suite 200, Walled Lake, MI 48390

Director: _____

Address: _____

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

President: Jeffrey P. Lauzon

Address: 8615 Richardson Road, Suite 200, Walled Lake, MI 48390

Vice President: Mark Lauzon

Address: 8615 Richardson Road, Suite 200, Walled Lake, MI 48390

Secretary: Cynthia Brown

Address: 8615 Richardson Road, Suite 200, Walled Lake, MI 48390

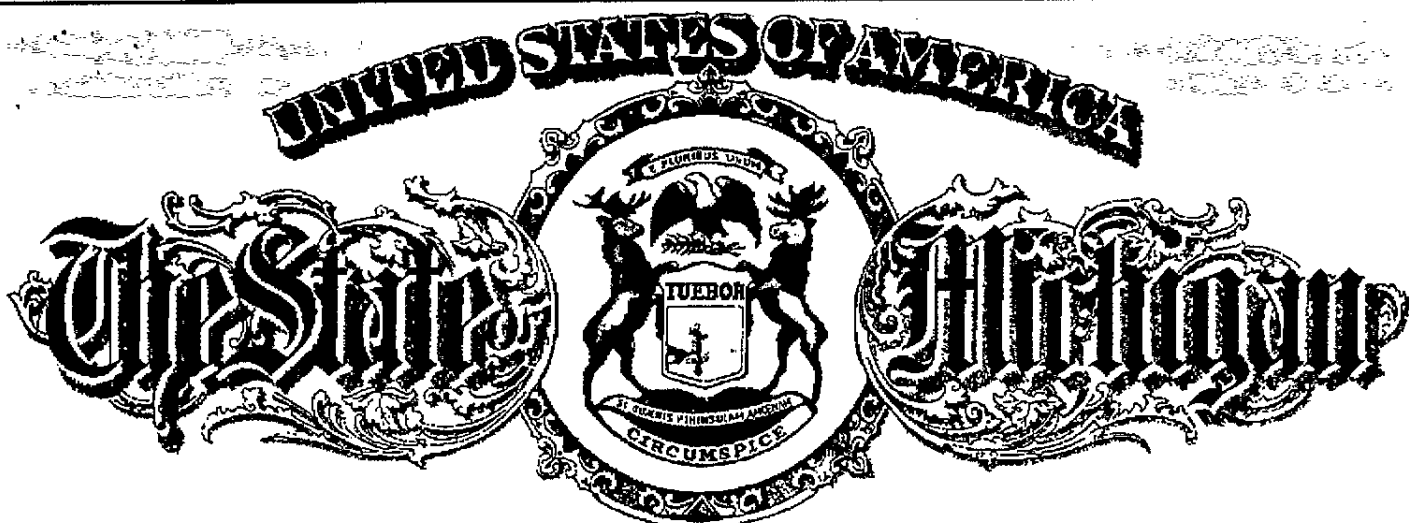
Treasurer: Jeffrey P. Lauzon

Address: 8615 Richardson Road, Suite 200, Walled Lake, MI 48390

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

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

14. Jeffrey P. Lauzon C.E.O
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

TELECENTS COMMUNICATIONS, INC.

*was validly incorporated on April 7, 1997, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 20th day
of March, 2000.*

, Director

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Corporation, Securities and Land Development Bureau