

Hughes Hubbard & Reed LLP

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Miami, Florida 33131-4332
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700003220927-5

April 21, 2000

VIA FEDEX
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Crescomm, Inc.

To Whom It May Concern:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to:

David R. Olson
Hughes Hubbard & Reed
201 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Enclosed is a check for \$78.75 for the Filing Fee and a Certified Copy. Should you need to reach me, please call me at (305) 379-5556.

Cordially,

David R. Olson

David R. Olson

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. Crescomm, 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 3. 51-0396292
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/24/2000 5. Perpetual
(Date of incorporation) (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. c/o Richard A. Hadsall, 6131 S.W. 20th Street, Plantation, Florida 33317
(Current mailing address)

8. Consulting
(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)

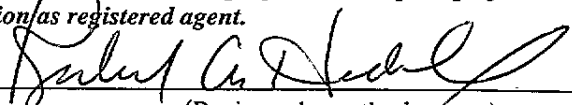
Name: Richard A. Hadsall

Office Address: 6131 S.W. 20th Street

Plantation, Florida 33317, Florida, 33317
(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)

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: Richard A. Hadsall

Address: 6131 S.W. 20th Street

Plantation, Florida 33317

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard A. Hadsall

Address: 6131 S.W. 20th Street

Plantation, Florida 33317

Vice President: _____

Address: _____

Secretary: _____

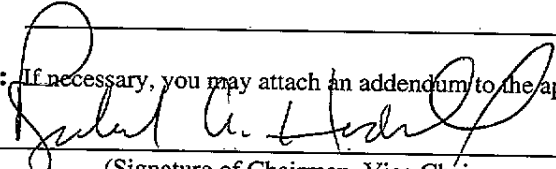
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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. Richard A. Hadsall, Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRESCOMM 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: