

Serving Lawyers Since 1905... Corporate Representatives in Every State

JAMES A. CURRAN
JOSEPH J. COLLINS
TERESA MAGEE

IRA S. PIMM, JR.
CONSULTANT

F00000002401
Filing Corporation, Guarantee and Trust Company
701 ROCKWELL BUILDING
117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5030
TELEPHONE (215) 563-6131 • FAX (215) 563-9410

April 14, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700003219217-4
-04/21/00-01114-013
*78.75 *****78.75

700003219217-4
-04/21/00-01114-013
*78.75 *****78.75

RE: CONGEE COMMUNICATIONS CORPORATION

Dear Sir or Madam:

Enclosed is duplicate Application for Authority of the above company for filing with your office, together with Certificate of Standing and our \$78.75 check to cover filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,

Teresa Magee
Teresa Magee
Secretary

TM/t
Enclosures

FILED
00 APR 21 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F00-2401
200003219432-4
-04/21/00-01114-026
*****78.75 *****78.75

Name	<i>OK 5-12</i>
Availability	<i>OK</i>
Examiner	<i>OK</i>
Register	<i>OK</i>
Indexer	<i>OK</i>
Verifier	<i>OK</i>
Asst. Secretary	<i>OK</i>
W. P. Verifier	<i>OK</i>

**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:*

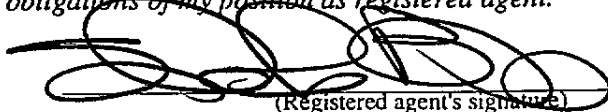
1. CONGEE COMMUNICATIONS CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 95-4752316
(FEI number, if applicable)
4. January 12, 2000
(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. 14000 Tahiti Way, P38
Marina del Rey, CA 90292
(Current mailing address)
8. To provide telecommunication and other communication media 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: Edwin F. Blanton

Office Address: 825 Thomasville Road
Tallahassee, Florida, 32303
(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.

FILED
00 APR 21 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. John Han

Secretary
(Typed or printed name and capacity of person signing application)

FILED
00 APR 21 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONGEE COMMUNICATIONS CORPORATION

List of Officers and Directors

Directors:

Name:	Address:
Edmond Eng	14000 Tahiti Way, P38 Marina del Rey, CA 90292
iCom Partners Ltd.	P. O. Box 116 Sea Meadow House Blackburne Highway Tortola, British Virgin Islands
Zen Capital Partners Ltd.	P. O. Box 116 Sea Meadow House Blackburne Highway Tortola, British Virgin Islands

Officers:

Name:	Title:	Address:
Edmond Eng	President, CEO	14000 Tahiti Way, P38 Marina del Rey, CA 90292
Norbert Hsu	Vice-President—Strategy	14000 Tahiti Way, P38 Marina del Rey, CA 90292
Kim Mena	Vice-President—Marketing	14000 Tahiti Way, P38 Marina del Rey, CA 90292
John Han	Secretary	14000 Tahiti Way, P38 Marina del Rey, CA 90292
Robert Hsu	Treasurer—Finance Manager	14000 Tahiti Way, P38 Marina del Rey, CA 90292
Paul Tiberi	Chief Operations Officer	14000 Tahiti Way, P38 Marina del Rey, CA 90292
Richard Leska	Assistant Secretary	14000 Tahiti Way, P38 Marina del Rey, CA 90292

FILED
00 APR 21 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONGEE COMMUNICATIONS CORPORATION" 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 TWELFTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONGEE COMMUNICATIONS CORPORATION" WAS INCORPORATED ON THE TWELFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3157298 8300

001186870

AUTHENTICATION: 0376042

DATE: 04-12-00