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FILING OR RECORDING OF DOCUMENTS

Date: April 27, 2000 Our File No: \_\_\_\_\_

Re: WORLDxCHANGE Communications, Inc.

The following document(s) are enclosed for:

☒ Filing ☐ Recording with your office.

Application for  
Authorization to transact  
business

☒

Please return file-marked copies to us.

☐

Please enter date of filing and return this form to us by \_\_\_\_\_ 19\_\_\_\_.

☐

Charge our account for fees.

☒

Check enclosed to cover fees, \$ 70.00

MJH

Department of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32301

Nowalsky, Bronston & Gothard, APLLC  
Attorneys At Law  
3500 North Causeway Boulevard, Suite 1442  
Metairie, Louisiana 70002  
Telephone (504) 832-1984 FAX (504) 831-0892

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00 MAY -5 AM 10:47  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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. WORLDxCHANGE Communications, 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  
(State or country under the law of which it is incorporated)
3. Pending  
(FEI number, if applicable)
4. February 4, 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. 945 East Paces Ferry Road, 2210 Resurgens Plaza  
Atlanta, Georgia 30326  
(Current mailing address)
8. The sale of telecommunications services and products.  
(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: NRAI Services, Inc.  
  
Office Address: 526 E. Park Avenue  
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.*

NRAI Services, Inc.

Charles A. Coyle  
(Registered agent's signature)

Charles A. Coyle - Assistant Secretary

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.

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MAY - 5 AM 10:47

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: John D. Phillips

Address: 945 East Paces Ferry Rd., 2210 Resurgens Plaza  
Atlanta, GA 30326

Director: W. Tod Chmar

Address: 945 East Paces Ferry Rd., 2210 Resurgens Plaza  
Atlanta, GA 30326

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

President: w. Tod Chmar

Address: 945 East Paces Ferry Rd., 2210 Resurgens Plaza  
Atlanta, Georgia 30326

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Mark A. Gergel

Address: 945 East Paces Ferry Rd., 2210 Resurgens Plaza  
Atlanta, Georgia 30326

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. MARK A. GERGEL SECRETARY  
(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 "WORLDXCHANGE COMMUNICATIONS, 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-FIRST DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WORLDXCHANGE COMMUNICATIONS, INC." WAS INCORPORATED ON THE FOURTH DAY OF FEBRUARY, A.D. 2000.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0394904

DATE:

04-21-00