

Document Number

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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

CORPORATION(S) NAME

Vcom.com Corporation

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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Examiner _____
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W.P. Verifier _____

06/09/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN -9 AM 10:46

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -9 PM 1:45

BK
4/9

**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.*

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1. VCOM.COM 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. New York
(State or country under the law of which it is incorporated)

3. 13-4031986
(FEI number, if applicable)

4. October 22, 1998
(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. 210 E. 49th Street, 3rd Floor
New York, NY 10017
(Current mailing address)

8. The provision of telecommunications services.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Kevin J. Gallagher
(Registered agent's signature)

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT

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)

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

Chairman: See Exhibit 1.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit 2.

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. Steven Dresner, CEO

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

VCOM.COM Corporation
State of Florida
Application for Certificate of Authority
Exhibit 1

DIRECTORS

The name, address and office location of each director of VCOM.COM Corporation as follows:

Steven Dresner
Chief Executive Officer
Director
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Robert Stark
President
Director
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Arthur Dresner
Director
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Anil Tenaja
Director
Chemfield Pharmaceutical Ltd.
India

Craig Cohen
Director
19210 Larkmeade Road
Potomac, MD 20854

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VCOM.COM Corporation
State of Florida
Application for Certificate of Authority
Exhibit 2

OFFICERS

The name, address and office location of each officer of VCOM.COM Corporation is as follows:

Steven Dresner
Chief Executive Officer
Director
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Jason Zoto
Asst. Secretary and Asst. Treasurer
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Robert Stark
President
Director
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

Koichiro Kamoji
Chief Technical Officer
VCOM.COM Corporation
210 East 49th Street
3rd Floor
New York, NY 10017

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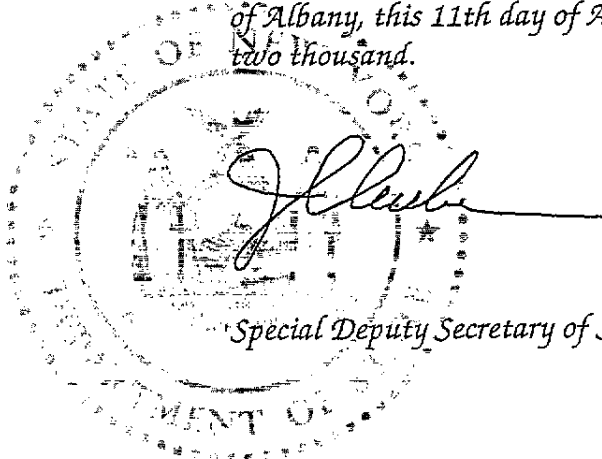
State of New York
Department of State

ss:

I hereby certify, that the Certificate of Incorporation of VCOM.COM CORPORATION was filed on 10/22/1998, under the name of TECHSWITCH CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment TECHSWITCH CORPORATION, changing its name to VCOM.COM CORPORATION, was filed 03/26/1999.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of April
two thousand.



Special Deputy Secretary of State

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DIVISION OF CORPORATIONS
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