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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300003287493-2
-06/13/00-01082-002
*****70.00 *****70.00

SUBJECT: PT-1 COUNSEL 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:

Angela Janssen

(Name of Person)

Law Office of Lance J.M. Steinhart

(Firm/Company)

6455 East Johns Crossing

Ste. 285

(Address)

Duluth

GA

30097

(City/State/Zip)

00 JUN 13 PM 12:06
SECRET
TALLAHASSEE, FL 32314

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

Angela Janssen

(Name of Person)

at (770)

232-9200

(Area Code & Daytime Telephone Number)

unt
6/15

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:*

1. **PT-1 COUNSEL 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. **13-4119107**
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. **5/25/00** 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. **280 Park Avenue, West Bldg., 28th Floor, New York, NY 10017**

(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: **TCS Corporate Services, Inc.**

Office Address: **1406 Hays Street** Ste. #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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary Wasserson

Address: 280 Park Avenue, West Bldg., 28th Floor, New York, NY 10017

Director: _____

Address: _____

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

President: Gary Wasserson

Address: 280 Park Avenue, West Bldg., 28th Floor, New York, NY 10017

Vice President: _____

Address: _____

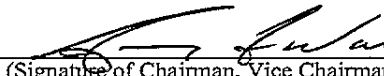
Secretary: Jamie Warner

Address: 280 Park Avenue, West Bldg., 28th Floor, New York, NY 10017

Treasurer: Gary Wasserson

Address: 280 Park Avenue, West Bldg., 28th Floor, New York, NY 10017

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. Gary Wasserson President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PT-1 COUNSEL 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 EIGHTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PT-1 COUNSEL INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF MAY, 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

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AUTHENTICATION:

0485536

DATE:

06-08-00

FILED
00 JUN 13 12:04
SECRETARY OF STATE
DELAWARE