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December 5, 2000

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314
(850) 488-9000

Re: Amended Certificate of Authority for PT-I Long Distance, Inc. f/k/a PT-1 Counsel, Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Amended Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Fact issued by the Delaware Secretary of State; and
3. A check in the amount of \$35.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

***Please notice the attached signed Consent to Use Name.** Please return confirmation of filing to the undersigned in the envelope provided for your convenience. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

Charlotte Lacey

Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures

c: Mr. Gary Wasserson (w/enc)

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-12/08/00--01100--002
*****35.00 *****35.00

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4p8 NE CW
12-8-00
12-7-00

FILED
DEC-8 AM 10:56
SECRETARY OF STATE
TALLAHASSEE-FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. PT-1 Counsel Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. 6/13/00
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/31/00
5. PT-I Long Distance, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

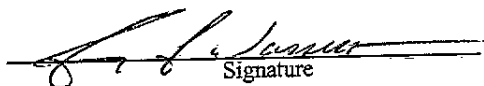
No change

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change

New Jurisdiction


Signature

11/8/00
Date

Gary J. Wasserson
Typed or printed name

President
Title

FILED
09 DEC -8 AM 10:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PT-1 LONG DISTANCE, INC.
30-50 Whitestone Expressway
Flushing, NY 11351

CONSENT TO USE OF NAME

PT-1 Long Distance, Inc. ("PT-1"), a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of PT-1 Long Distance, Inc., a Delaware corporation ("Newco"), in the State of Florida. Please be advised that the Newco is purchasing the assets of PT-1 Long Distance, Inc., including the rights to the name "PT-1 Long Distance, Inc."

PT-1 hereby undertakes to withdraw its qualification on the date of the consummation of the transaction.

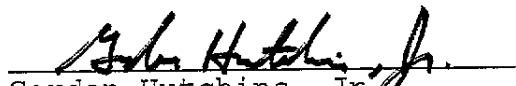
IN WITNESS WHEREOF, the said PT-1 Communications, Inc. has caused this consent to be executed by its Chief Executive Officer and attested by its Assistant Secretary, this
20th day of November, 2000.

By



Mary Casey, CEO
PT-1 Long Distance, Inc.
A wholly-owned subsidiary of
Star Telecommunications, Inc.

Attest:


Gordon Hutchins, Jr.
Title: Assistant Secretary

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 THAT THE SAID "PT-1 COUNSEL INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PT-1 LONG DISTANCE, INC.", THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2000, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0821282

DATE: 11-29-00

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