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WILLIAM P. HARRIS, JR.
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TELEPHONE (305) 670-7000
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July 7
~~June 28~~, 2000

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **ELITE INTERNATIONAL TELECOMMUNICATIONS, INC. ("ELITE")**

Dear Sir/Madam:

On behalf of my client, Elite, I enclose an Application by Foreign Corporation for Authorization to Transact Business in Florida and a Delaware Certificate of Good Standing. I also enclose my firm's check for \$87.50 payable to the Florida Department of State to cover the filing fee, certificate of status and a certified copy of the application.

Please return all correspondence concerning this matter to:

William P. Harris, Jr., Esq.
9300 S. Dadeland Blvd., Suite 308
Miami, FL 33156

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

Should you need any further information or have any questions, please call me collect at (305) 670-7000 or you may reach me by fax at (305) 670-7056.

Thank you.

Yours truly,



William P. Harris, Jr.

WPH/md

Enclo.

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. ELITE INTERNATIONAL TELECOMMUNICATIONS, 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. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 4, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. c/o The Corporation Trust Co., 1209 Orange Street, Wilmington, Delaware
(Principal office address) 19801
b. 18465 South Dixie Highway, Suite 154, Miami, FL 33157
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized
(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: William P. Harris, Jr.
Office Address: 9300 S. Dadeland Blvd., Ste. 308
Miami, Florida 33156
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard Gerald Mas

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

Vice Chairman: Not applicable

Address: _____

Director: Ricardo Mas Canosa

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

Director: Ana C. Mas

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

B. OFFICERS

President: Richard Gerald Mas

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

Vice President: Ricardo Mas Canosa

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

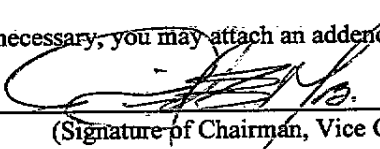
Secretary: _____

Address: _____

Treasurer: Ana C. Mas

Address: 18465 South Dixie Highway, Suite 154
Miami, FL 33157

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)

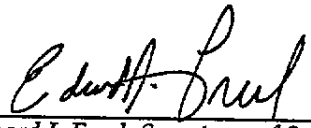
14. Richard Gerald Mas, President
(Typed or printed name and capacity of person signing application)

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 "ELITE INTERNATIONAL TELECOMMUNICATIONS, 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 MAY, A.D. 2000.

RECEIVED
MAY 13 2000
OFFICE OF THE SECRETARY OF STATE





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0425199
DATE: 05-08-00