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ACCOUNT NO. : 072100000032

REFERENCE : 770741 7218829

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 20, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 770741-015

CUSTOMER NO: 7218829

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-07/27/00--01068--004

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

CUSTOMER: Claudeth Forbin, Esq
Dualstar Communications Inc.
One Park Avenue
17th Floor
New York, NY 10016

FOREIGN FILINGS

5

NAME: DUALSTAR COMMUNICATIONS, INC.

FILED
DIVISION OF CORPORATIONS
00 JUL 27 PM 5:00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

RECEIVED
00 JUL 27 PM 2:29
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

JK
7/27

**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.*

FILED
STATE
DIVISION OF CORPORATIONS
00 JUL 27 PM 5:00

1. DualStar 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. 113304546

(FEI number, if applicable)

4. 2/2/96

(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. 1 Park Avenue

New York, NY 10016

(Current mailing address)

8. Broadband 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: Corporation Service Company

Office Address: 1201 Hays Street

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.

John S. Halney
(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: _____

Address: _____

Director: _____

Address: _____

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

President: Jill Thoerle

Address: 1 Park Avenue, 17th Floor
New York, NY 10016

Vice President: _____

Address: _____

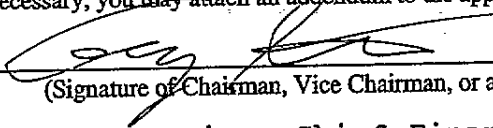
Secretary: Robert Birnbach, Esq.

Address: 1 Park Avenue, 18th Floor
New York, NY 10016

Treasurer: George Parise

Address: 1 Park Avenue, 17th Floor
New York, NY 10016

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

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

14. George Parise, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF CORPORATIONS
80 JUL 27 PM 5:00

DualStar Communications, Inc.

FEI: # 113304546

**Application by Foreign Corporation for Authorization to Transact Business in
Florida
Questions 12 – 13 addendum**

FILED
DIVISION OF CORPORATIONS
000JUL 27 PM 5:00

List of Directors

Jared E. Abbruzzese – Chairman
1 Park Avenue
New York, NY 10016

Peter Sach – Officer
1 Park Avenue
New York, NY 10016

Vincent D'Onofrio – Officer
1 Park Avenue
New York, NY 10016

George Parise – Officer
1 Park Avenue
New York, NY 10016

Mary E. Deal, Esq. – Officer
1 Park Avenue
New York, NY 10016

Bruce Forsyth – Officer
1 Park Avenue
New York, NY 10016

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
STATE
DIVISION OF CORPORATIONS
00 JUL 27 PM 5:00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUALSTAR 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-SIXTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.




Edward J. Freel, Secretary of State

2586999 8300

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AUTHENTICATION: 0583554

DATE: 07-26-00