

Document Number
F00000005254

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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

CORPORATION(S) NAME

AmericasXchange, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<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 _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/19/00

Order#:

Ref#:

Amount:\$

329/119

RECEIVED
00 SEP 19 AM 11:07
DIVISION OF CORPORATION

FILED
00 SEP 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. AmericasXchange, 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. _____

(FEI number, if applicable)

4. February 3, 2000

(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. 150 W. Flagler St., Penthouse II, Miami, Florida 33130

(Current mailing address)

8. provision of internet-based 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:

Name: C T Corporation System

Office Address: c/o C.T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Hillary England
(Registered agent's signature) (Officer)

Hillary England Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Glenn S. Miller, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

AmericasXchange, Inc.

List of Officers and Directors

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TALLAHASSEE, FLORIDA

Directors:

Ryan K. Schaefer	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Juan P. Morillo (Chairman)	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130

Officers:

Ryan K. Schaefer	Vice President of Business Development, North America & Secretary	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Juan P. Morillo	President and Chief Executive Officer	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Jonathan Vair	Vice President of Strategic Alliances, North America & Legal Affairs	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Donald Graver	Chief Technology Officer	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Tammy F. Knecht-Jaffer	Chief Marketing Officer	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Christian Augusto Lamprea	Vice President of Strategic Alliances, Colombia & Brazil	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130
Glenn S. Miller	Assistant Secretary	150 W. Flagler Street Museum Tower, Penthouse II Miami, FL 33130

State of Delaware
Office of the Secretary of State

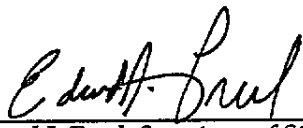
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICASXCHANGE, 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
09 SEP 19 PM 2:36
SECRETARY OF STATE
DELAWARE




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0677266

001466689

DATE: 09-15-00