



THE UNITED STATES  
CORPORATION  
COMPANY

# FOOOOOOOO5377

ACCOUNT NO. : 072100000032

REFERENCE : 840774 7215404

AUTHORIZATION :

*Patricia Pizjuts*

COST LIMIT : \$ 70.00

ORDER DATE : September 22, 2000

ORDER TIME : 11:04 AM

ORDER NO. : 840774-010

CUSTOMER NO: 7215404

CUSTOMER: Mr. Mark. Angell  
Vitcom  
111 John Street, Suite 1400  
New York, NY 10038

400003405164--5

FOREIGN FILINGS

NAME: VITCOM CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXT: 1156

RECEIVED  
00 SEP 26 PM 12:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*RK 9/26*

FILED  
00 SEP 26 PM 2:54  
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. VitCom Corporation  
(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. 13-4101490  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-29-99 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. After authority is granted  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. VitCom Corporation - 111 John Street, Suite 1400, New York, NY 10038  
(Current mailing address)

8. To market telecommunications services to businesses and residential customers.  
(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.*

Corporation Service Company  
By: [Signature]  
(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: Zalmen Ashkenazi

Address: 111 John Street, Suite 1400  
New York, NY 10038

Vice Chairman: Steve Campos

Address: 111 John Street, Suite 1400  
New York, NY 10038

Director: David Friedman

Address: 111 John Street, Suite 1400  
New York, NY 10038

Director: Robert Kaszovitz & Robert Wolf

Address: 111 John Street, Suite 1400  
New York, NY 10038

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

President: Steve Campos

Address: 111 John Street, Suite 1400  
New York, NY 10038

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Steve Campos, President & CFO / Vice Chairman  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steve Campos, President & CFO / Vice Chairman  
(Typed or printed name and capacity of person signing application)

FILED  
SEP 26 PM 2:51  
TALLAHASSEE, FLORIDA  
00

*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 "VITCOM CORPORATION" 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-SECOND DAY OF SEPTEMBER, A.D. 2000.

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

FILED  
00 SEP 26 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3152035.. 8300

AUTHENTICATION: 0692659

001480241

DATE: 09-22-00