

F01000000639

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Access One Communications Corp.

F-1-639

100003623131--3

02/01/01--01089--010

*****70.00 *****70.00

<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 type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input 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 _____
 W.P. Verifier _____

2/1/01

Order#: 3526503

Ref#: _____

Amount: \$ _____

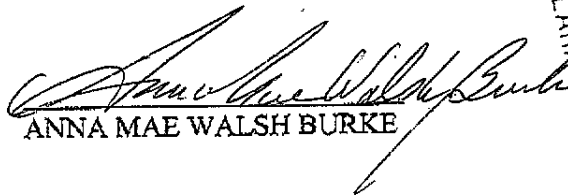
RECEIVED
 01 FEB - 1 PM 1:08
 DIVISION OF CORPORATION
 FILED
 01 FEB PM 3:44
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

AFFIDAVIT OF ANNA MAE WALSH BURKE

1. My name is Anna Mae Walsh Burke and I am an attorney admitted to practice law in the State of Florida and am otherwise *sui juris*.
2. I incorporated Access One Communications, Inc., a Florida corporation and understand that it was administratively dissolved on September 22, 2000.
3. I hereby affirm that I have no intention or desire to seek a reinstatement of Access One Communications, Inc.
4. The name, Access One Communications, Inc., has been released to Access One Communications Corp., a New Jersey corporation, and a wholly owned subsidiary of Talk.com Inc., a Delaware Corporation.
5. I acknowledge and consent, as incorporator, to the current foreign corporation application by Access One Communications Corp., to transact business in Florida under the name "Access One Communications Corp."

FURTHER AFFIANT SAYETH NOT.


ANNA MAE WALSH BURKE

Sworn to before me January, 2001
this 9 day of December, 2000


Notary Public



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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. ACCESS ONE COMMUNICATIONS CORP.
(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. New Jersey
(State or country under the law of which it is incorporated)
3. 65-0705374
(FEI number, if applicable)
4. 10/22/91
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6805 Route 202, New Hope, PA 18938
(Current mailing address)

8. 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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Margaret E. Routzahn
(Registered agent's signature)

MARGARET E. ROUTZAHN
Special Assistant Secretary

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)

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 TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Gabriel BattistaAddress: 12020 Sunrise Valley Dr.
Reston, VA 20191Vice Chairman: Ken BaritzAddress: 1401 NW 136th Ave
Sunrise, FL 33323Director: Aloysius T. Lamm IVAddress: 6805 Route 202
New Hope, PA 18938Director: Edward MeyercordAddress: 6805 Route 202
New Hope, PA 18938**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**CEO
President: Gabriel A. BattistaAddress: 12020 Sunrise Valley Dr
Reston, VA 20191Vice President: Kevin GrittoAddress: 12001 Science Drive, Suite 130
Orlando, FL 32826Secretary: Aloysius T. Lamm IVAddress: 6805 Route 202
New Hope, PA 18938Treasurer: Edward MeyercordAddress: 6805 Route 202
New Hope, PA 18938**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Aloysius T. Lamm IV
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Aloysius T. Lamm IV, Secretary
(Typed or printed name and capacity of person signing application)FILED
01 FEB - 1 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ACCESS ONE COMMUNICATIONS CORP.

With the Previous or Alternate Name

C L E C HOLDING CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on October 22, 1991.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*The Corporation Trust Company
820 Bear Tavern Road
Trenton, NJ 08628*

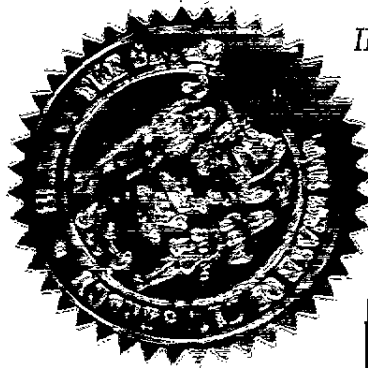
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ACCESS ONE COMMUNICATIONS CORP.

With the Previous or Alternate Name
C L E C HOLDING CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of January, 2001

Roland M Machold

Roland M Machold
Treasurer

01 FEB - 1 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA