



THE UNITED STATES
CORPORATION
COMPANY

F 010000001040

ACCOUNT NO. : 072100000032

REFERENCE : 006207 7222310

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : February 14, 2001

ORDER TIME : 9:56 AM

ORDER NO. : 006207-005

500003747385--2

CUSTOMER NO: 7222310

CUSTOMER: Mr. Jim Mollica
Mr. Jim Mollica
2361 Hylan Blvd

Staten Island, NY 10306

FOREIGN FILINGS

NAME: WORLD WIDE TELECOM II INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Joyce Markley -- EXT# 1130

EXAMINER: _____

W/R 2/22
FILED RECEIVED
01 FEB 22 PM 1:03
09 FEB 22 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

4p

**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. WORLD WIDE TELECOM II 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. NEW YORK 3. 13-4085569
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/05/1999 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. 2361 Hylan Blvd Staten Island NY 10306
(Principal office address)
- "SAME"
(Current mailing address)
8. Wholesale - PREPAID PHONE CARD SALES
(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
(City) (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


(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: FRANK GIASI
Address: 11 HOPPING AVE STATEN ISLAND NY 10307

Vice Chairman: Stephen Perillo
Address: 67 WARDS Point AVE Staten Island NY 10307

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

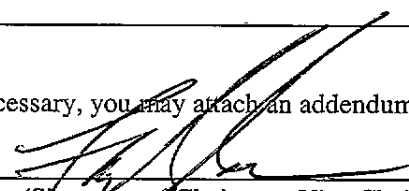
President: FRANK CARRI
Address: P.O. Box 8743 Woodcliff Lake NJ
07645

Vice President: LANCE KUBA
Address: ONE Penn Plaza
Suite #1414 New York NY 10019

Secretary: _____
Address: _____
Treasurer: _____
Address: _____

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

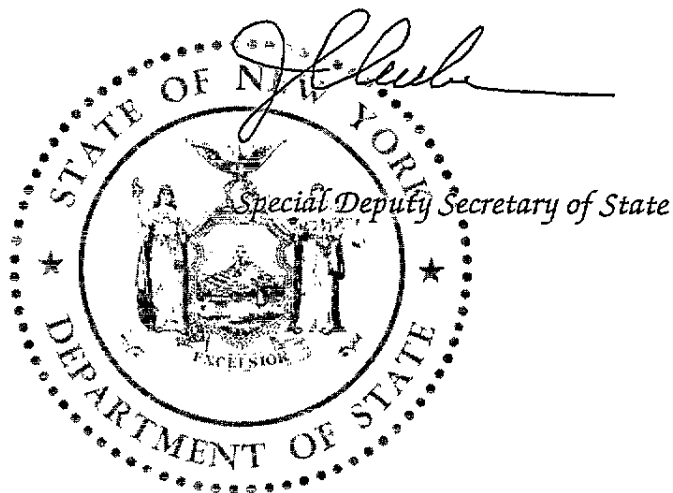
13. X 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK GIASI
(Typed or printed name and capacity of person signing application)

State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of WORLD WIDE TELECOM II INC. was filed on 10/05/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of February
two thousand and one.*



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