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Division of Corporations

H01000104406

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Number : 074673001063
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FOREIGN PROFIT QUALIFICATION

Phone1Globalwide Inc.

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Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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**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.**

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TALLAHASSEE, FLORIDA

1. PHONEIGLOBALWIDE 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. 9/25/01

(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. 100 N. Biscayne Boulevard, Suite 2500

Miami, FL 33132

(Current mailing address)

8. Anything lawful under the laws of the State of Florida

(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

PETER F. SOUZA

ASSISTANT SECRETARY

(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)

FLSIS - 22200 C T System Office

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Jaimie Gilinski

Address: 100 N. Biscayne Boulevard, Suite 2500

Miami, FL 33132

Director:

~~Executive Director:~~ David W. Sloan

Address: c/o Proskauer Rose LLP, 1585 Broadway

New York, NY 10036

Director: Michael Spritzer

Address: 9655 South Dixie Highway, 3rd Floor

Miami, FL 33156

Director: Frederic Z. Haller

Address: 24 Dunstan Road

London NW 11 8AA, England

PLEASE SEE ATTACHED LIST FOR ADDITIONAL DIRECTOR INFORMATION

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Chief Financial Officer

Address: Syed Naqvi

100 N. Biscayne Boulevard, Suite 2500, Miami, FL 33132

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. Syed Naqvi, Chief Financial Officer

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

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Sent By: GLOBALTRON COMMUNICATIONS, H01000104400
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ADDITION TO SECTION A
Phone Globalwide Inc.

Additional Director:

Louis Giordano
2977 McFarlane Road
Suite 300
Miami, FL 33133

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4

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State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHONE1GLOBALWIDE 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 SECOND DAY OF OCTOBER, A.D. 2001.

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT -4



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1371355

DATE: 10-02-01

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