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REFERENCE : 589752 4302407

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
02 MAY 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 21, 2002

ORDER TIME : 11:44 AM

ORDER NO. : 589752-010

CUSTOMER NO: 4302407

100005597941--2

CUSTOMER: John Vincenti, Esq
Vincenti & Vincenti, P.c.
Three New York Plaza
Floor 14
New York, NY 10004

FOREIGN FILINGS

NAME: TELECOM ITALIA OF NORTH
AMERICA, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

RECEIVED
02 MAY 22 PM 1:05
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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
MAY 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

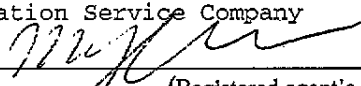
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Telecom Italia of North America, 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
(State or country under the law of which it is incorporated)
3. 13-2942241
(FEI number, if applicable)
4. February 21, 1978
(Date of incorporation)
5. perpetual
(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. 499 Park Avenue, 23rd Floor, New York, New York 10022
(Principal office address)
Same as principal office address
(Current mailing address)
To engage in any act or activity permitted by the laws of the State of New York for which corporations may be organized under the laws of the State of Florida.
8. _____
(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

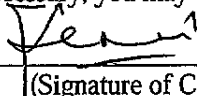
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Giulio Senni, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

DIRECTORS AND OFFICERS RIDER

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TALLAHASSEE, FLORIDA

Directors:

Name	Address
Giulio Senni	499 Park Avenue, 23 rd Fl, New York, NY 10022
Mauro Ciardi	Viale del Campo Boario, 56/D, Rome, Italy 00153
Francesco Armato	Via di Macchia Palocco, 223, Acilia, Rome, Italy 00125

Officers:

Name	Address	Office
Giulio Senni	499 Park Avenue, 23 rd Fl, New York, NY 10022	Pres
Roberto Migliozi	499 Park Avenue, 23 rd Fl, New York, NY 10022	Treas
Roberto Migliozi	499 Park Avenue, 23 rd Fl, New York, NY 10022	Secy

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of TELECOM ITALIA OF NORTH AMERICA, INC. was filed on 02/21/1978, under the name of ITALCABLE U.S.A., INC., 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.

A Certificate of Amendment ITALCABLE U.S.A., INC., changing its name to TELECOM ITALIA OF NORTH AMERICA, INC., was filed 01/23/1998. --



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of May
two thousand and two.*

Special Deputy Secretary of State

FILED
02 MAY 22 PM 2:27
SECRETARY OF STATE
ITALY/SEC. FLORIDA