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ACCOUNT NO. : 072100000032

REFERENCE : 587718 4301772

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

FILED
02 MAY 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 20, 2002

ORDER TIME : 9:43 AM

ORDER NO. : 587718-005

CUSTOMER NO: 4301772

CUSTOMER: Ms. Natalie Koury
Pavia & Harcourt Llp
600 Madison Avenue
12th Floor
New York, NY 10022

100005598511--1

FOREIGN FILINGS

NAME: TIMNET USA INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

FILED
02 MAY 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
02 MAY 23 AM 10:25
DEPARTMENT OF STATE
DIVISION OF CORPORATE
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. TIMNET USA 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 Jersey

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. October 24, 2001

(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. 600 Madison Avenue, 12th Floor, New York, NY 10022

(Principal office address)

600 Madison Avenue, 12th Floor, New York, NY 10022

(Current mailing address)

To develop, host and provide wireless value added services and internet applications for the consumer and business markets.

(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

Delores Butts

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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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. George M. Pavia, Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS:

NAME:

Elis Bontempelli

Federico Pisani Massamormile

Nicola d'Amore

Angelo Pastori

ADDRESS:

Via M. Pironti 26, 00165 Rome, Italy

Rua Francisco de Sa 10, 4° andar, Copacabana,
Rio de Janeiro, RJ, Brazil

Via Cristoforo Colombo 2345, 00124 Rome, Italy

1136 Conde de Albuquerque, 1136/500
CEP:22450-000, Leblon, Rio de Janeiro, RJ, Brazil

OFFICERS:

NAME:

Federico Pisani Massamormile

Nicola D'Amore

George M. Pavia

OFFICE:

C.E.O. / Treasurer

President / Chairman

Secretary

ADDRESS:

Rua Francisco de Sa 10, 4° andar,
Copacabana
Rio de Janeiro, RJ, Brazil

Via Cristoforo Colombo
2345, 00124 Rome, Italy

c/o Pavia & Harcourt
600 Madison Avenue
New York, NY 10022

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

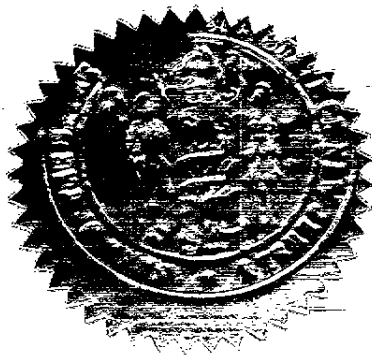
TIMNET USA INC.

*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 24, 2001.*

*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:*

Corporation Service Company
830 Bear Tavern Rd
West Trenton, NJ 08628



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
21st day of May, 2002

John E McCormac, CPA
State Treasurer

02 MAY 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA