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Corporation Guarantee and Trust Company

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(4)

August 29, 2002

9/9 FOR CORP
CUS

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

RE: ALL-STAR ACQUISITION CORPORATION

To Whom It May Concern:

Enclosed is duplicate Application for Authority of the above company for filing with your office, together with Certificate of Good Standing and our \$78.75 check to cover filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed using the enclosed Federal Express airbill and envelope. Thank you.

Cordially yours,



Teresa Magee
Secretary

TM/t
Enclosures

MJH

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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:*

1. ALL-STAR ACQUISITION CORPORATION

(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. 01-0741301

(FEI number, if applicable)

4. October 30, 2001

(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. 1151 Seven Locks Road

Potomac, MD 20854

(Current mailing address)

8. Provision of intrastate, interstate and international telecommunication services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Edwin F. Blanton

Office Address: 825 Thomasville Road

Tallahassee

, Florida ,

32303

(Zip Code)

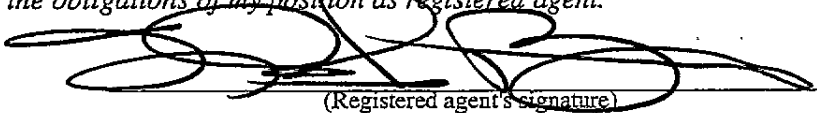
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TALLAHASSEE FLORIDA

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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.


(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)

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

Chairman: Christine Greene

Address: 1151 Seven Locks Road
Potomac, MD 20854

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Christine Greene

Address: 1151 Seven Locks Road
Potomac, MD 20854

Vice President: _____

Address: _____

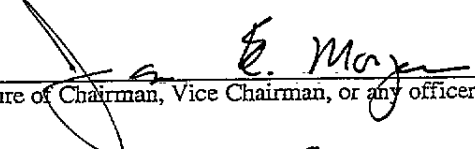
Secretary: James E. Morgan

Address: 1151 Seven Locks Road
Potomac, MD 20854

Treasurer: Christine Greene

Address: 1151 Seven Locks Road
Potomac, MD 20854

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. James E. Morgan, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

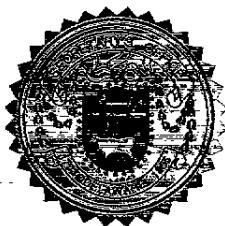
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALL-STAR ACQUISITION CORPORATION" 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 TWENTY-THIRD DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALL-STAR ACQUISITION CORPORATION" WAS INCORPORATED ON THE THIRTIETH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3451678 8300

AUTHENTICATION: 1951823

020535414

DATE: 08-23-02