

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

Telelobe America Inc.

Certificate of Status	0
Certified Copy	1
Page Count	91-4
Estimated Charge	\$78.75

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DIVISION OF CORPORATION

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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. Teleglob 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 4, 2002 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. Legal Affairs/affaires juridiques, 1000, rue de la Gauchetiere ouest Montreal, Quebec Canada H3B 4X5
(Principal office address)
- Legal Affairs/affaires juridiques, 1000, rue de la Gauchetiere ouest Montreal, Quebec Canada H3B 4X5
(Current mailing address)

8. Provider of telecommunications services and any lawful business permitted within the state.

(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: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian 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.


(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 Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Exhibit A

Address: _____

Vice President: _____

Address: _____

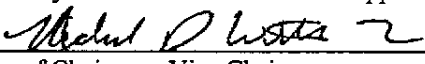
Secretary: _____

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. Richard Willett Vice President - Operations
(Typed or printed name and capacity of person signing application)

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TELEGLOBE AMERICA INC.Officers & Directors

Officers	Title(s)	Business Address
Gerald Porter Strong	President, Secretary, CEO	1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Richard Willett	Vice President- Operations, Assistant Secretary, CFO	1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Serge Fortin	COO	1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Daniel Bergeron	Vice President- Finance	1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Jose Tetrault	Treasurer	1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Directors		
Gerald Porter Strong		1000, rue de la Gauchtiere oest Montreal, Quebec CANADA H3B 4X5
Lenard B. Tessler		450 Park Avenue, 28 th Floor New York, NY 10022

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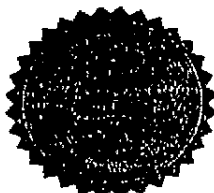
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TALLAHASSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEGLOBE AMERICA 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 TWENTY-SEVENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEGLOBE AMERICA INC." WAS INCORPORATED ON THE FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2438092

030344581

DATE: 05-27-03

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