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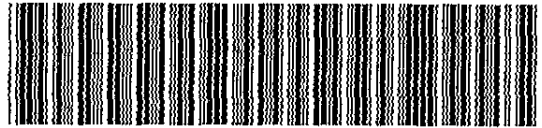
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TALLAHASSEE, FLORIDA

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JAMES A. CURRAN
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Corporation Guarantee and Trust Company

TWO GREENWOOD SQUARE, SUITE 110
3331 STREET ROAD, BENSALEM, PA 19020
TELEPHONES: (800) 563-6131 • (215) 633-8144

FAX (215) 633-8160
XXXXXXXXXXXXXXXXXXXXXXXXXXXX
E-MAIL: info@cgfco.com

August 15, 2003

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


RE: GLOBAL TOUCH TELECOM, INC.

To Whom It May Concern:

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

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,


Teresa Magee
Secretary

TM/t
Enclosures

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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. Global Touch Telecom, 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. 56-2340850
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 8, 2003 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. 515 South Flower Street, 47th Floor, Los Angeles, CA 90071
(Principal office address)
515 South Flower Street, 47th Floor, Los Angeles, CA 90071
(Current mailing address)
8. Sale of long distance services
(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: Edwin F. Blanton
Office Address: 825 Thomasville Road
Tallahassee, Florida 32303
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Greg Welch
Address: 515 South Flower Street, 47th Floor
Los Angeles, CA 90071
Vice Chairman: Cliff Rees
Address: 515 South Flower Street, 47th Floor
Los Angeles, CA 90071
Director: James Maddox, Jr.
Address: 515 South Flower Street, 47th Floor
Los Angeles, CA 90071
Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

CEO
President: Greg Welch
Address: 515 South Flower Street, 47th Floor
Los Angeles, CA 90071
~~Vice~~ President: Cliff Rees
Address: 515 South Flower Street, 47th Floor
Los Angeles, CA 90071
Secretary: James Maddox, Jr.
Address: 515 South Flower Street, 47th Floor, Los Angeles, CA 90071
Treasurer: James Maddox, Jr.
Address: 515 South Flower Street, 47th Floor, Los Angeles, CA 90071

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

13. Clifford Rees
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Clifford Rees, President
(Typed or printed name and capacity of person signing application)

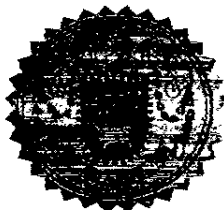
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL TOUCH TELECOM, 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-NINTH DAY OF JULY, A.D. 2003.

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03 AUG 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3645557 8300

030495802

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2583396

DATE: 08-14-03