

F030000041945

Florida Department of State
Division of Corporations
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To:

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

From:

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Pandatel Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

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Handwritten signature and date: 10-3-03

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. PANDATEL 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 3. 22-3387313
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 27 JUNE 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. JULY 15, 2003
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)
- 7. 490 SAWGRASS CORP. PARKWAY SUITE 330
SUNRISE, FL 33325
(Current mailing address)

8. RESELLING NETWORK ACCESS + TELECOMMUNICATION EQUIPMENT
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System
[Signature]
(Registered Agent's Signature) Jonathan F. Giddings
Asst. Secretary

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)

03 OCT -3 PM 12:55
 FILED
 A.I.D.

PANDATEL

PANDATEL AG
 Fasanenweg 25
 22145 Hamburg
 Germany
 Phone: +49 40 644 14-0
 Fax: +49 40 644 57 92
 info@pandatel.com
 www.pandatel.com

PANDATEL AG | Fasanenweg 25 | 22145 Hamburg

September 17, 2003

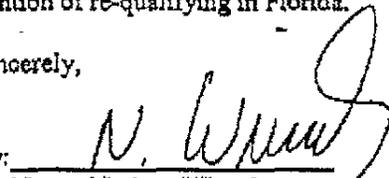
Re: Withdrawal of Authority to Transaction Business in Florida

To Whom It May Concern:

Please be advised that Pandatel AG, a German corporation, hereby (i) relinquishes its rights to the name "Pandatel, Inc." and surrenders its rights to such name to Pandatel Inc., a New Jersey corporation, (ii) voluntarily withdraws its authority to transact business in Florida and (iii) has no intention of re-qualifying in Florida.

Sincerely,

By:



Name: Norbert Wienck
 Title: CFO

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 AND FILED
 11-10-03

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

Chairman: HEINRICH-J. KHAUS

Address: FASANENWEG 25, 22145 HAMBURG, GERMANY

Vice Chairman: NORBERT WIENCK

Address: FASANENWEG 25, 22145 HAMBURG, GERMANY

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ILAN ELAD

Address: FASANENWEG 25, 22145 HAMBURG, GERMANY

Vice President: HOLGER RINNE

Address: FASANENWEG 25, 22145 HAMBURG, GERMANY

Secretary: SUSANNE NIENABER von TURCK

Address: 825 9th Street Ave.

NEW YORK, NY 10022

Treasurer: HOLGER RINNE

Address: FASANENWEG 25, 22145 HAMBURG, GERMANY

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. HOLGER RINNE, EXECUTIVE VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

03 OCT -3 PM 12:55

APPROVED
DATE

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PANDATEL INC.
0100631506

With the Previous or Alternate Name

PAN DACOM TELECOMMUNICATIONS INC. (Previous Name)

*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 June 27, 1995.*

*As of the date of this certificate, said business
continues as an active business in the State of New
Jersey. Annual Reports are outstanding for the
following year(s):*

- 1998
- 1999

*I further certify that the registered agent and
registered office are:*

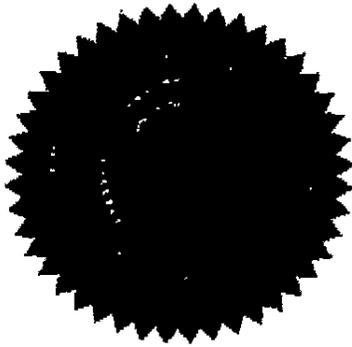
*Corporation Trust Company
820 Bear Tavern Road
Trenton, NJ 08628*

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700-1-1363-1-1004

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PANDATEL INC.



IN TESTIMONY WHEREOF, I have
*hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of August, 2003*

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer