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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

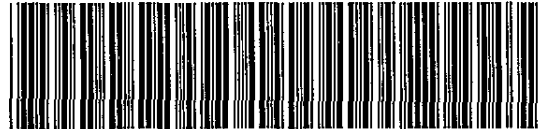
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TALLAHASSEE, FLORIDA

JP  
7-19-04

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** XFone USA, Inc

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Shalana Eddins

(Name of Person)

Incorp Services, Inc

(Firm/Company)

6075 S. Eastern Ave Suite 1

(Address)

Las Vegas, NV 89119-3146

(City/State and Zip code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Shalana Eddins

(Name of Person)

at ( 702 ) 866-2500 ex 2012

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 8, 2004

SHALANA EDDINS  
INCORP SERVICES, INC  
6075 S EASTERN AVE, STE 1  
LAS VEGAS, NV 89119-3146

SUBJECT: Xfone USA, INC  
Ref. Number: W04000026093

We have received your document for Xfone USA, INC and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 904A00043800

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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. XFone USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Mississippi

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

3. Apply for

(FEI number, if applicable)

4. May 28, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 960 High Road, London, UK N12 9RY

(Principal office address)

633 North State Street, Jackson, MS 39205-0427

(Current mailing address)

8. Telecommunications business

(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 NOT acceptable)

Name: Incorp Services, Inc

Office Address: 103 North Meridian Street

Tallahassee

(City)

Florida 32301

(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.*

*Jonathan Feldman* on Behalf of Incorp Services, Inc.  
(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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

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**A. DIRECTORS**

Chairman: 32301

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

Vice Chairman: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

Director: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

Director: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

**B. OFFICERS**

President: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

Vice President: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1

Las Vegas, NV 89119-3146

Secretary: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1

Treasurer: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. GUY NISSENSON, PRESIDENT

(Typed or printed name and capacity of person signing application)

# State of Mississippi

## Office of the Secretary of State

Eric Clark, Secretary of State  
Jackson, Mississippi

### CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on May 28, 2004, the State of Mississippi issued a Charter/Certificate of Authority to:

XFONE USA, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand  
and seal of office  
July 13, 2004

A handwritten signature in cursive script that reads "Eric Clark".

ERIC CLARK  
Secretary of State