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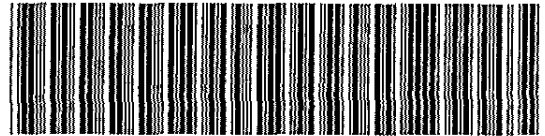
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SECRETARY OF STATE DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SEC. OF STATE

DATE: 12-14-04

NAME: RAI TELECOM, INC

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: \$70

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGEN



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. RAI TELECOM 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. Delaware

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

3. 34-1981747

(FEI number, if applicable)

4. 02/27/2004

(Date of incorporation)

5. perpetual

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

6. 02/24/2004

(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. 10309 Silver Lake Drive, Boca Raton, FL 33428

(Principal office address)

10309 Silver Lake Drive, Boca Raton, FL 33428

(Current mailing address)

8. Telecommunications

(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: Regnum Group, Inc.

Office Address: 7999 NW 53 Street

Miami

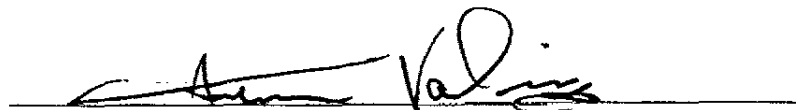
(City)

, Florida 33166

(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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Irwin Volin
Address: 10309 Silver Lake Drive
Boca Raton FL 33428-1806

Director: Suzanne Volin
Address: 10309 Silver Lake Drive
Boca Raton FL 33428-1806

B. OFFICERS

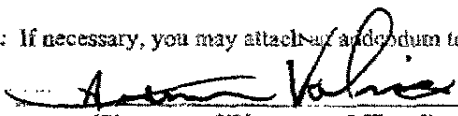
President: Irwin Volin
Address: 10309 Silver Lake Drive
Boca Raton FL 33428-1806

Vice President: Kathy Palda
Address: 10309 Silver Lake Drive
Boca Raton FL 33428-1806

Secretary: Suzanne Volin
Address: 10309 Silver Lake Drive, Boca Raton, FL 33428-1806

Treasurer: Suzanne Volin
Address: 10309 Silver Lake Drive, Boca Raton, FL 33428-1806

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)

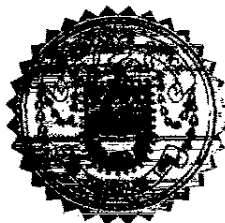
14. Irwin Volin - President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAI 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 THIRTEENTH DAY OF DECEMBER, A.D. 2004.



3769990 8300

040896518

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3340935

DATE: 12-13-04