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 526 EAST PARK AVENUE SUITE 200
 (Address)
 TALLAHASSEE, FL 32301 (904) 681-6528
 (City, State, Zip) (Phone #)

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 01703235-01081-007
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NeTel, Inc. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status
 CERTIFICATE OF GOOD STANDING

RECEIVED
 DIVISION OF CORPORATIONS
 95 JAN -9 11 11 05
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JAN -9 11 11 05
 FICTITIOUS NAME SEARCH
 FICTITIOUS NAME

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
 FICTITIOUS NAME SEARCH
 CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials _____

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: NeTel, Inc.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN - 9 AM 11: 58

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:

Jeff Judas
(Name of Person)
Unisearch, Inc.
(Firm/Company)
475 W. University Ave., Suite 103
(Address)
St. Paul, MN 55103-1959
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Jeff Judas at (800) 227 - 1256
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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:

NeTel, Inc.

1. NeTel, 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. 51-0362516
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-4-94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 250 East 54th Street, Suite 33A
New York, NY 10022
(Current mailing address)

8. Long distance telecommunication services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, 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.


(Registered agent's signature)

Jeff Judas, Authorized Signatory

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: Edward Lipton
Address: 250 East 54th Street., Suite 33A
New York, NY 10022

Vice Chairman: _____
Address: _____

Director: Scott Sessa
Address: 250 East 54th Street., Suite 33A
New York, NY 10022

Director: Menderes Akdag
Address: 250 East 54th Street, Suite 33A
New York, NY 10022

B. OFFICERS

President: Menderes Akdag
Address: 250 East 54th Street, Suite 33A
New York, NY 10022

Vice President: Ragip Devres
Address: 250 East 54th Street, Suite 33A
New York, NY 10022

Secretary: Nelson H. Futch
Address: 250 East 54th Street, Suite 33A
New York, NY 10022

Treasurer: Nelson H. Futch
Address: 250 East 54th Street, Suite 33A
New York, NY 10022

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. Menderes Akdag, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MITEC, 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 DECEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN - 9 AM 11: 58



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

7554321

DATE:

12-27-94

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Memo

TO :	Office of the Secretary of State
FROM :	Tina Leland
DATE :	December 28, 1995
SUBJECT :	Change of Registered Agent/Address

96 JAN -3 AM 8:11
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEMO :

Please file and return a conformed copy/receipt of the attached document(s) requesting that the registered agent/address be changed.

Should you have any questions or problems please call me at 800/722-0708

The conformed copy/receipt should be returned to:

Attn: Tina Leland
Unisearch, Inc.
P.O. Box 10238
Olympia, WA 98502-0998

Thank you for your assistance.

RA Chg.

MS JAN 11 1996

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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: NeTel, Inc.

1b. Date of Incorporation: 11/04/94 Document number F9500000117
~~51-0362516~~

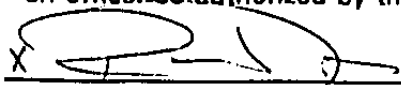
2. The name and address of the current registered agent and office:
Corporation Service Company
1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
NRAI Services, Inc.
526 East Park Avenue, Tallahassee, Florida 32301

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TALLAHASSEE FLORIDA

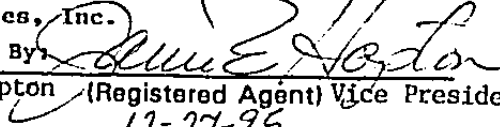
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X 
SIGNATURE
X DEC 22 1995
DATE

Ragip Devres Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.
SIGNATURE BY 
Janice E. Hopton (Registered Agent) Vice President
DATE 12-27-95