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TRANSMITTAL LETTER

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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED
FEB 11 1997
FEB 11 1997

SUBJECT: EQUALITY PLUS TELECOMMUNICATIONS CORP. OF FLORIDA
(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:

JOHN M. MCCORMICK, ESQ.

(Name of Person)

JOHN M. MCCORMICK, P.A.

(Firm/Company)

501 E. Church Street

(Address)

Orlando, FL 32801

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 20 AM 11:12

5/30

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

John M. McCormick

(Name of Person)

at (407) 843 - 5690

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
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. EQUALITY PLUS TELECOMMUNICATIONS CORP., OF FLORIDA
(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. 59-3283065
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 29, 1984 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1850 Lee Road
Winter Park, FL 32789
(Current mailing address)

8. sale of long-distance telephone 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:

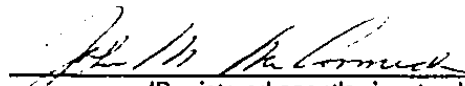
Name: JOHN M. McCORMICK

Office Address: 501 E. Church Street

Orlando, FL, Florida, 32801
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Peter Harrold

Address: 3000-7 Semoran Blvd.

Orlando, FL 32822

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Peter Harrold

Address: 3000-7 Semoran Blvd.

Orlando FL 32822

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SECRET
FBI
DIVISION OF STATE
AND LOCAL AFFAIRS
JAN 30 1986

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

13.

Peter Harrold
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Director/Officer

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

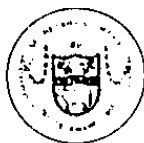
State of Delaware
Office of the Secretary of State

1666-1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ABOVE NAMED CORPORATION WAS INCORPORATED IN THE STATE OF DELAWARE, IS A LEGAL 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 NINETEENTH DAY OF MARCH, A.D. 1966.

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

FILED
DIVISION OF STATE
RECORDS
95 JUN 30 11:12



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE