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DELAND, FLORIDA
**ALSO ADMITTED IN
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***ALSO ADMITTED IN
LOUISIANA

ATTORNEYS AT LAW
CORPORATE BUILDING
220 INTERNATIONAL DRIVE
DELAND, FLORIDA 32720

114 WEST HIGH AVENUE
DELAND, FLORIDA 32720

PLEASE REPLY TO
POST OFFICE DRAWER 9070
DAYTONA BEACH, FLORIDA 32120

DAYTONA (904) 253 0661
DELAND (904) 734 1507
PALM COAST (904) 445 3621
DAYTONA FAX (904) 253 0737

March 7, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500001427465
-03/13/95--01025--002
*****70.00 *****70.00

Re: WEXL Telecom, Inc.

Dear Sirs:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Good Standing from the State of Delaware and our check in the amount of \$70.00. Please authorize WEXL Telecom, Inc. to do business in Florida and send notification thereof to this office.

Thank you for your attention to this matter. Please call if you should have any questions or comments

With kind regards,

Sincerely,

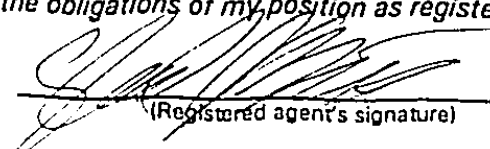
Daniel J. Webster

SRT

55 MAR 13 PM 12:04
mtm

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. WEXI, Telecom, 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
(State or country under the law of which it is incorporated)
3. 59-3298224
(FEI number, if applicable)
4. February 16, 1994
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o Daniel J. Webster, 1020 W. International Speedway Blvd.
Daytona Beach, FL 32114
(Current mailing address)
8. all lawful purposes
(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: Daniel J. Webster
Office Address: 1020 W. International Speedway Blvd.
Daytona Beach, Florida, 32114
(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: Joseph L. Limerick III
Address: 835 Peninsula Drive
Daytona Beach, FL 32118

Vice Chairman: _____
Address: _____

Director: J.D. Hammon
Address: 271 Carswell Avenue
Holly Hill, FL 32117

Director: Peter Ring
Address: 106 Rockefeller
Ormond Beach, FL 32176

B. OFFICERS

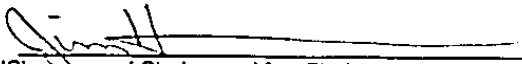
President: Joseph L. Limerick III
Address: 835 Peninsula Drive
Daytona Beach, FL 32118

Vice President: Peter Ring
Address: 106 Rockefeller
Ormond Beach, FL 32176

Secretary: J.D. Hammon
Address: 271 Carswell Avenue
Holly Hill, FL 32117

Treasurer: J.D. Hammon
Address: 271 Carswell Avenue
Holly Hill, FL 32117

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. J.D. Hammon, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

NOTARIAL PUBLIC STATE OF DELAWARE

My Commission Expires: 12/31/2011

STATE OF DELAWARE DEPARTMENT OF REVENUE

NOTARIAL PUBLIC STATE OF DELAWARE

NOTARY

AND I DO HEREBY CERTIFY THAT THE ABOVE SIGNED DOCUMENT HAS BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ABOVE SIGNED DOCUMENT HAS BEEN FILED TO DATE.

55000 13 PM 12:04



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: