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1001 WEST 10TH AVENUE  
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(402) 492-9200  
FAX (402) 492-9222

F95000001225

March 8, 1995

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: SMARTALK TELESERVICES, INC.

Enclosed please find the following:

1. Duplicate original copies of Application by Foreign Corporations for Authorization to Transact Business in Florida. Please file stamp and return one copy when filing is complete.
2. A Certificate of Good Standing for SMARTALK TELESERVICES, INC.
3. Our check for \$70.00 to cover filing fees.

If you have any questions please feel free to call me at (402) 492-9200. Please send verification of authority to my attention at the above address. Thank you for your help.

Very truly yours,

Nancy L Crawford

Nancy L. Crawford

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MARCH 10 1995  
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. Smartlink Telecommunications, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. California  
(State or country under the law of which it is incorporated)
3. October 28, 1994.      4. perpetual  
(Date of Incorporation)      (Duration)
5. 95 45027  
(Federal Employer Identification number, if applicable)
6. Upon authority  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 9915 Santa Monica Blvd., Beverly Hills, CA 90210  
(Current mailing address)
8. Resale of long-distance telephone services through pre-paid calling cards  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: Robert Lorsch  
Address: 9915 Santa Monica Blvd.  
Beverly Hills, CA 90210

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Dr. Bruce Bielinski  
Address: 421 E. Angeleno Ave., Suite 104  
Burbank, CA 91501

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS:

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: \_\_\_\_\_ C T CORPORATION SYSTEM

Office Address: \_\_\_\_\_ c/o C T Corporation System, 1200 South Pine Island Road

\_\_\_\_\_ Plantation \_\_\_\_\_, Florida \_\_\_\_\_

Zip Code

11. 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.

C T CORPORATION SYSTEM

Registered agent's signature: \_\_\_\_\_

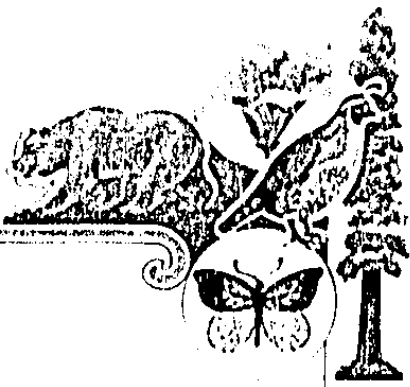
(Officer)

(Type Name and Title of Officer)

12. 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.

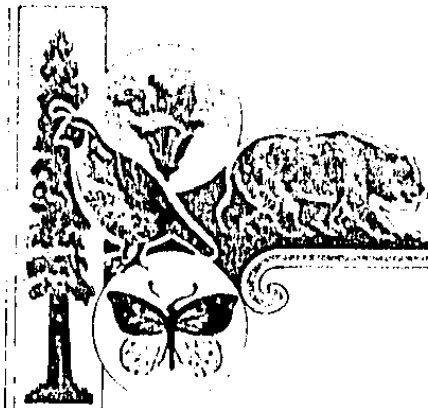
13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. \_\_\_\_\_ Robert Lorsch, President  
(Name and capacity of person signing application)



# State of California

SECRETARY OF STATE



## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **28th** day of **October**, 19 **94**,

**SMARTALK TELESERVICES, INC.**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
24th day of February, 1995

*Bill Jones*  
**BILL JONES**  
Secretary of State