[-7500000125]

FILING OR RECORDING		Date 399	Our File No			
The following docume:	nt(s) are enclosed for	Please return file-marked copies to us Please enter date of filing and return this form to us to the control of the control o				
1 ()ln (1 (l)	(₹.	ATTOI 1900 NORTH CALSEW MELVIRII	Y & BRONSTON (NIVS ATTAW AV ROUTEVARD, SUITE 1275 TOURIANA 20002 2 1984 - TAN (SMIES) 1 0892			
3. (Corporati	on Nome)	(Document #)	<u> </u>			
	vill wait Photocop		opy Creat Control			
NEW FILINGS	AMENDMENTS	S. B. Weight Co.				
Profit	Amendment					
NonProfit	Resignation of R.A., C	Officer/Director	1.1. 13			
Limited Liability	Change of Registered	Agent				
Domostication	Dissolution/Withdrawa	ıl	W 20 201			
Other	Merger					
OTHER FILINGS	REGISTRATION/	\neg				
Annual Report	QUALIFICATION					
Fictitious Name	Foreign					
Name Reservation	Limited Partnership					
	Reinstatement					
	Trademark		xaminer's Initials			
CR2E031(10/92)	Other					

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:

SmarTel Communications, Inc. (Name of corporation: must include the word inCORPOR abbreviations of like import in language as will clearly indice or partnership if not so contained in the name at present)	ANED", "COMPA cate that it is a co	NY","CORPOI orporation inst	ANION of Words or, pad of a natural perso	n
Delaware	- 04	-2894515	<u></u>	
2. (State or country under the law of which it is incorporated)	.	bor, if applical	blo)	•
·	•		•	
4. January 20, 1995 5. (Date of Incorporation) (Dura	ation: Year corp.	vill cease to e	xist or "pargalual")	
6. Upon acceptance of this applica (Data first transacted business in Florida. (See sections 607.15	tion		.,,	
	501, 007.1502, and 81	7.165, F.S.)		
7. 120 Boylston Street				
Boston, MA. 02116				
(Current mailing address)				
The sale of long distance and oth	er enhance	d teleco	mmunications	services.
(Purpose(s) of corporation authorized in home state or o	country to be care	ried out in the	state of Florida)	
9. Name and street address of Florida registe The Prentice-Hall Con Name: System, Inc.	rporation	_		
Office Address: 1201 Hays Street, Sui	ite 105			
Tallahassee		, Florida , _	32301	
			(Zip Code)	
10. Registered agent's acceptance:				
Having been named as registered agent and to ac corporation at the place designated in this application as the place to act in this capacity, of all statutes relative to the proper and complete with and accept the obligations of my position as the Prentice-Hall Corporation and the Prentice-Hall Corporation A. Carlotte 11. Attached is a certificate of existence duly audelivery of this application to the Department of Stathaving custody of corporate records in the jurisdiction	registered agention System, where the state of the state	by accept to to comply of my dutient. Inc. ot more that retary of St	he appointment a with the provision s, and I am familia an 90 days prior to ate or other officia	s s ar

	12.	Names	and	addressos	of	officers	andior	directors:
--	-----	-------	-----	-----------	----	----------	--------	------------

Λ	DI	n.	FC	T	n I	Ω .	C

₿.

Charman: <u>Jonathan Slater</u>
Addross: 51 Sawyer Rd., Ste. 400
galtham, MA, 02154
Vice Chairman: <u>Craig Slater</u>
Address: 51 Sawyer Rd., Ste. 400
Waltham, MA. 02154
Director: <u>David Slater</u>
Address: 51 Sawyer Rd., Ste. 400
Waltham, MA. 02154
Director:
Address:
OFFICERS
President: Jonathan Slater
Address: 51 Sawyer Rd., Ste. 400
Waltham, MA. 02154
Vice President: N/A
Address:
Secretary: Diane Fleming
Address: 51 Sawyer Rd., Ste. 400
Waltham, MA. 02154
Treasurer: Clifford Slater
Address: 51 Sawyer Rd., Ste. 400
Waltham, MA. 02154

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

13.		<u> </u>	2 3 1 G 7	<i>‡</i>	
	(Signature of Chairman, Vice	e Chairman, or any office	r listed in nu	mber 12 of the	application)

14. Jonathan Slater 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 "SMARTEL COMMUNICATIONS, 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 ASSISTED THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 1995.

I dward J. I reel, Secretary of State

AUTHENTICATION

7430756

DATE

03-08-95

2473362 8300

950050914

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.		inications, Inc.						
••	(Name of corporation: mus abbroviations of like import or partnership if not so con	tinclude the word INCORPO in language as will clearly inc tained in the name at present	RATED*, licate tha .)	COMPA it it is a co	NY","CORPOI orporation inst	ATION or s nad of a nat	words or ural pors	son
2.	Delaware	aw of which it is incorporated	3	04	2894515		in (D. Yen
(bor, if applical		<u> 2</u> :	7013 (77)
4.	January 20,19	95	Per	netua.i			.5	
	(Date of Incorporation	n) (Dur	ration: Yo	ar corp. v	vill coaso to o	xist or "perp	០៣១]ៗ	- \ - * · · _{r*}
6.	Upon acceptan	ce of this applic	ation				-:	
	Date first transacted busine	ss in Florida. (See sections 607,1	1501, 007.1	502, and 81	7.155, F.S.)		· · · · · · · · · · · · · · · · · · ·	•
7	120 Boylston Str	eet					'' (3	· .
٠.	· · · · · · · · · · · · · · · · · · ·	······································					-	1,3
	Boston, MA.	02116						
		(Current mailing address)	,					
8.	The sale of long	g distance and oth	ner er	nhance	d teleco	mmunica	tions	services.
	(Purpose(s) of corporation	n authorized in home state or	country	to be carr	ied out in the	state of Flor	ida)	_
9.	Name and street ad	dress of Florida registe						
	Ma	The Prentice-Hall Co						
	ivame:	System, Inc.		 				
	Office Address:	1201 Hays Street, Su	ite 10	5				
		Tallahassee			, Florida , _	32301		_
						(Zip Code	0)	-
10.	Registered agent's	acceptance:						

10

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.

The Prentice-Hall Corporation System, Inc. (Registered agent's signature)
(Mark, A. Carla Kith, Sorr.

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:
Α.	DIRECTORS
	Chairman: Jonathan Slater
	Address: 51 Sawyer Rd., Sto. 400
	Waltham, MA, 02154
	Vice Chairman: <u>Craig Stater</u>
	Address: 51 Sawyer Rd., Ste. 400
	Waltham, MA. 02154
	Director: David Slater
	Address: 51 Sawyer Rd., Ste. 400
	Waltham, MA. 02154
	Director:
	Address:
В.	OFFICERS
	President: Jonathan Slater
	Address: 51 Sawyer Rd., Ste. 400
	Waltham, MA. 02154
	Vice President: N/A
	Address:
	Secretary: Diane Fleming
	Address: 51 Sawyer Rd., Ste. 400
	Waltham, MA. 02154
	Treasurer: Clifford Slater
	Address: 51 Sawyer Rd., Ste. 400
	Waltham, MA. 02154
NOT and/d	E: If necessary, you may attach an addendum to the application listing additional officers r directors.
13.	Pes & A
13.	ignature of Chailman, Vice Chairman, or any officer listed in number 12 of the application)
14.	Jonathan Slater President
14.	(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 "SMARTEL COMMUNICATIONS, 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 EIGHTH DAY OF MARCH, A.D. 1995.

I dward J. Freel. Secretary of State

AUTHENTICATION:

7430756

DATE

03-08-95

2473362 8300 950050914