



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. SmartTel Communications, 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. 04-2894515  
(FEI number, if applicable)
4. January 20, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon acceptance of this application  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 120 Boylston Street  
Boston, MA. 02116  
(Current mailing address)
8. The sale of long distance and other enhanced telecommunications 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:  
The Prentice-Hall Corporation  
Name: System, Inc.  
Office Address: 1201 Hays Street, Suite 105  
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.*  
The Prentice-Hall Corporation System, Inc.  
By: Charles A. Coyle  
(Registered agent's signature)  
*Charles A. Coyle - A.M. Secy.*
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:

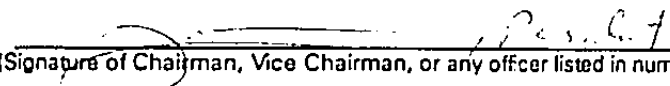
A. DIRECTORS

Chairman: Jonathan Slater  
Address: 51 Sawyer Rd., Ste. 400  
Waltham, MA. 02154  
Vice Chairman: Craig Slater  
Address: 51 Sawyer Rd., Ste. 400  
Waltham, MA. 02154  
Director: David Slater  
Address: 51 Sawyer Rd., Ste. 400  
Waltham, MA. 02154  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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

14. Jonathan Slater President  
(Typed or printed name and capacity of person signing application)

*Office of the Secretary of State*

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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.

RECEIVED  
MAR 10 1995  
OFFICE OF THE SECRETARY OF STATE  
DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

2473362 8300

950050914

AUTHENTICATION

7430756

DATE

03-08-95

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The Prentice-Hall Corporation System, Inc.

By: Charles A. Coyle

(Registered agent's signature)

Charles A. Coyle, Jr., Secy.

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Director: David Slater

Address: 51 Sawyer Rd., Ste. 400  
Waltham, MA. 02154

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

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

B. OFFICERS

President: Jonathan Slater

Address: 51 Sawyer Rd., Ste. 400  
Waltham, MA. 02154

Vice President: N/A

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

Secretary: Diane Fleming

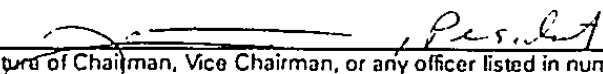
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