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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

800001578858  
-09/06/95--01002--022  
\*\*\*131.25 \*\*\*131.25

SUBJECT: WIN, INC.  
(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:

EDWARD J. MEEGAN  
(Name of Person)  
WIN, INC.  
(Firm/Company)  
87-14 116th STREET  
(Address)  
RICHMOND HILL, NEW YORK 11418  
(City/State/Zip)

lc 9/7/95  
6000 11 5-00005  
ENTERED  
SEP 11 1995

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

EDWARD J. MEEGAN at ( 718 ) 849-6000  
(Name of Person) (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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. WIN, 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. NEW YORK  
(State or country under the law of which it is incorporated)
3. # 11-315743  
(FEI number, if applicable)
4. APRIL 27, 1993  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 1, 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 87-14 116th STREET  
RICHMOND HILL, NEW YORK 11418  
(Current mailing address)
8. WHOLESALE OF LDDS DEBIT PHONECARD (PUC CERTIFIED), IN THE STATE OF FLORIDA  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: ALBINA MEEGAN  
Office Address: 5873 S.W. CIRCLE PLACE  
MIAMI, Florida, 33183  
(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.

Albina Meegan  
(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: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: EDWARD J. MEEGAN

Address: 1900 BAY BLVD, ATLANTIC BEACH, NY 11509

Vice Chairman: IRIS WILSON

Address: 20 RIO VISTA DRIVE, ALLENDALE, NJ 07401

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

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

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

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

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: EDWARD J. MEEGAN

Address: 1900 BAY BLVD, ATLANTIC BEACH, NY 11509

Vice President: IRIS WILSON

Address: 20 RIO VISTA DRIVE, ALLENDALE, NJ 07401

Secretary: IRIS WILSON

Address: 20 RIO VISTA DRIVE, ALLENDALE, NJ 07401

Treasurer: EDWARD J. MEEGAN

Address: 1900 BAY BLVD, ATLANTIC BEACH, NY 11509

**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. EDWARD J. MEEGAN - PRESIDENT  
(Typed or printed name and capacity of person signing application)

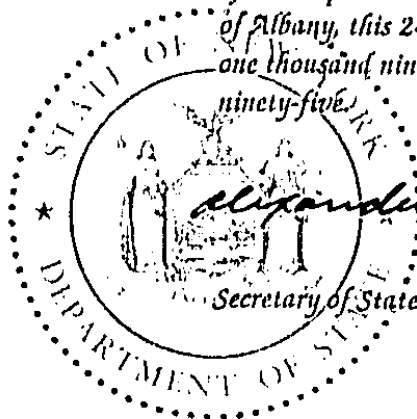
State of New York | ss:  
Department of State

I hereby certify, that the certificate of incorporation of N T N INC. was filed on 04/27/1993, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 24th day of August  
one thousand nine hundred and  
ninety-five.



*Alexander F. Trenchard*

Secretary of State

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SECRETARY OF STATE