



1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 708347 86901D

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 13, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 708347

CUSTOMER NO: 86901D

CUSTOMER: Mr. Herb Berkowitz
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

600001610336
-10/13/95--01031--012
*****70.00 *****70.00

600001610336
-10/13/95--01031--013
*****52.50 *****52.50

FOREIGN FILINGS

NAME: VALUE CALL INTERNATIONAL, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10-13
95 OCT 13 AM 6:23 95 OCT 13 AM 10:02
RECEIVED
DIVISION OF CORPORATION

**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. VALUE CALL INTERNATIONAL, 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. Applied for
(FEI number, if applicable)
4. 8/9/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 1921 Broadway, Schenectady, NY 12306

(Current mailing address)
8. Sale of long distance 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: (P.O. Box or Mail Drop **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

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.

Vicki Schreiber
(Registered agent's signature)

Vicki Schreiber
Asst. Vice President

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: Evans House

Address: 62 Dublin Drive, Niskayuna, NY 12309

Vice Chairman: John Honis

Address: 34 McCauley Lane, Niskayuna, NY 12309

Director: Virgil Hibner

Address: 10945 Beckly Place, Jacksonville, FL 32246

Director: Joseph Honis

Address: 4271 Henderson Place, Syracuse, NY 13219

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

President: Evans House

Address: 62 Dublin Drive, Niskayuna, NY 12309

Vice President: John Honis

Address: 34 McCauley Lane, Niskayuna, NY 12309

Secretary: Joseph Honis

Address: 4271 Henderson Place, Syracuse, NY 13219

Treasurer: Same as Secretary

Address: _____

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

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

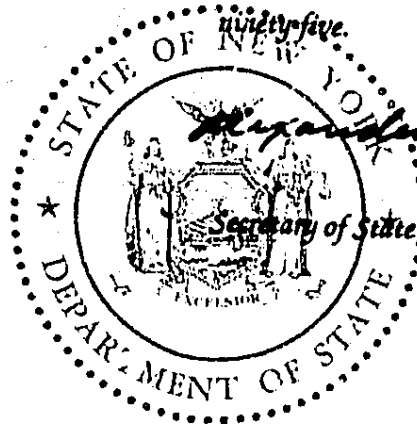
14. John Honis, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
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State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of VALUE CALL INTERNATIONAL, INC. was filed on 08/12/1994, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of October
one thousand nine hundred and
ninety-five.



Alexander F. Treadwell

199510110011

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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