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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600001682918
-01/09/96--01103--002
*****70.00 *****70.00

SUBJECT: Gillette Global Network, 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:

1-11

Lance J.M. Steinhart
(Name of Person)

Lance J.M. Steinhart Attorney At Law
(Firm/Company)

1100 Abernathy Road, Suite 1112
(Address)

Atlanta, Georgia 30339
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 AM 11:39

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

Lance J.M. Steinhart
(Name of Person)

at (770) () 698-9200
(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. Gillette Global Network, 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. 133793720
(FEI number, if applicable)
4. 11/01/94
(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 817.155, F.S.))
7. Gillette Global Network, Inc. 725 Fifth Avenue, 17th Floor
New York, NY 10022
(Current mailing address)
8. To provide 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 Box acceptable)**
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Mary R. Adams

(Registered agent's signature) Mary R. Adams, Assn. 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.

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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: Joseph P. Gillette

Address: 725 Fifth Ave. 17th Floor, New York, NY 10022

Vice Chairman: Renee M. Noto

Address: 725 Fifth Ave. 17th Floor, New York, NY 10022

Director: Aegis Frumento

Address: 805 Third Avenue, New York, NY 10022

Director: Pam Codispoti

Address: The American Express Tower, World Financial Center, New York, NY
10285-4100

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

President: Joseph P. Gillette

Address: 725 Fifth Avenue 17th Floor, New York, NY 10022

Vice President: _____

Address: _____

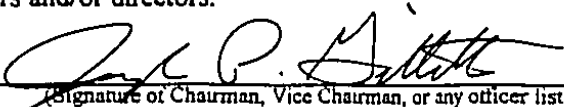
Chief Information Officer: Raul K. Martynak

Address: 212 Wyckoff Street, Brooklyn, NY 11217

Treasurer: Renee M. Noto

Address: 725 Fifth Avenue 17th Floor, New York, NY 10022

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. JOSEPH P. Gillette
(Typed or printed name and capacity of person signing application)

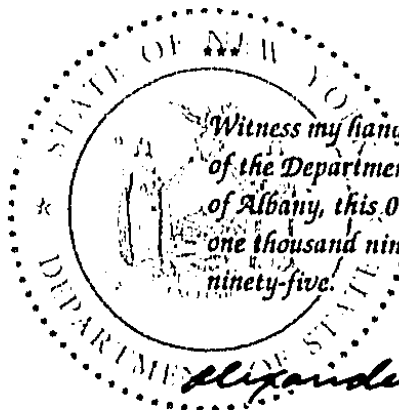
State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of GILLETTE GLOBAL NETWORK, INC. was filed on 11/01/1994, under the name of GCI COMMUNICATIONS, INC., 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 I find the following:

A Certificate of Amendment GCI COMMUNICATIONS, INC., changing name to GILLETTE COMMUNICATIONS, INC., was filed 11/04/1994.

A Certificate of Amendment GILLETTE COMMUNICATIONS, INC., changing name to GILLETTE GLOBAL NETWORK, INC., was filed 12/06/1995.

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



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of December
one thousand nine hundred and
ninety-five.

Elizabeth F. Treach

Secretary of State

199512080308

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