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PREFERRED CARRIER SERVICES, INC.

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Friday, January 05, 1996

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OFFICE OF THE SECRETARY OF STATE
Foreign Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Secretary of State,

Please find enclosed the documentation for application for foreign corporation status in the State of Florida for Microtel Communications Corporation.

If you should have any question or need any further information, please do not hesitate to contact me toll free at 1-800-414-4442.

Please Federal Express (using Fed Ex Acct # 1867-2771-1) the Certificate of Authority to the following:

Preferred Carrier Services, Inc.
Attn: Helen Levine
1425 Greenway Drive, Suite 210
Irving, Texas 75038
(214) 753-1378

Thank you for your assistance in this matter.

Sincerely,

PREFERRED CARRIER SERVICES

Helen Levine

Helen Levine
Regulatory Consultant

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DIVISION OF CORPORATIONS

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Professional
Certification
Services

1425 GREENWAY DR.
SUITE 210
IRVING, TEXAS 75038
TEL: (214) 753-1378
FAX: (214) 756-6015

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. Microtel Communications Corporation
(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. 13-3810031
(FEI number, if applicable)
4. February 16, 1995
(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. 545 Fifth Avenue, Suite 900
New York, New York 10017
(Current mailing address)
8. Resell of 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:

Name: Prentice-Hall Corporation 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.

By: Jean Paulsen
(Registered agent's signature)
Jean Paulsen
Assistant Secretary

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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: D. Faye Manghir

Address: 811 Lexington Ave.
New York, New York 10021

Vice Chairman: Robert A. Manghir, Jr.

Address: 683 Lafayette
Hawthorne, NJ

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert A. Manghir, Jr.

Address: 683 Lafayette
Hawthorne, NJ 07506

Vice President: _____

Address: _____

Secretary: D. Faye Manghir

Address: 811 Lexington Ave.
New York, NY 10021

Treasurer: D. Faye Manghir

Address: 811 Lexington Ave.
New York, NY 10021

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

13. Robert A. Manghir, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert A. Manghir, Jr., President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICHOTEL COMMUNICATIONS CORPORATION" 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 THIRTEENTH DAY OF DECEMBER, A.D. 1995.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7747654

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12-13-95