

F96000000212

TRANSMITTAL LETTER

2000011308002
-01/11295--01054--002
*****78.75 *****78.75

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Phonco, 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:

Gregory LUFF
(Name of Person)

THE PHONCO INC.
(Firm/Company)

1 Neshaminy Interplex Suite 105
(Address)

TREVOSE, PA 19053
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 AM 8:31

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

Gregory LUFF at (215) 244-4334
(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. THE Phonco, 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. Pennsylvania (State or country under the law of which it is incorporated)

3. 23-2788603 (FEI number, if applicable)

4. 11/4/94 (Date of Incorporation)

5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. NONE (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1 Neshaminy Interplex - Suite 105 Trevoze PA 19053 (Current mailing address)

8. Telecommunications Company (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: C T Corporation System

Office Address: 1200 South Pine Island Road Plantation, Florida, 33324 (Zip Code)

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS JAN 12 AM 8:34

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.

Frank T. Stephens (Registered agent's signature) 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: GREGORY LUFF

Address: 1006 Hemlock Pl
Huntingdon Valley PA 19006

Director: DAVID GROSS

Address: 1509A Marcy Place
PHILA, PA 19152

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

President: GREGORY LUFF

Address: 1006 Hemlock Pl
Huntingdon Valley PA 19006

Vice President: DAVID GROSS

Address: 1509A Marcy Pl
PHILA, PA 19152

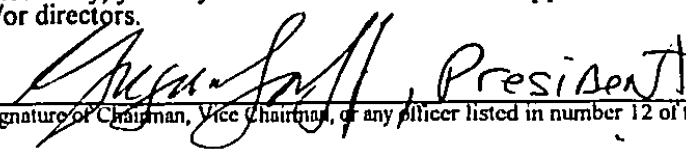
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Gregory Luff, President
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

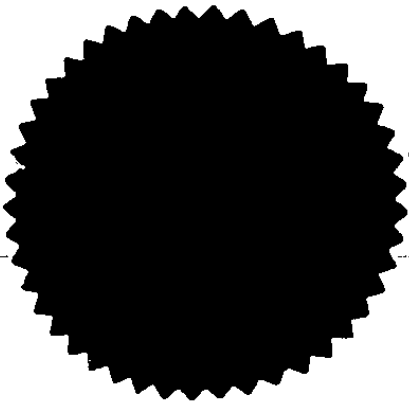
JANUARY 02, 1996

TO ALL WHOM THESE PRESENTS SHALL COME. GREETING:

I DO HEREBY CERTIFY THAT.

THE PHONCO, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

DPOS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 AM 8 31