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CSC networks
PRESTIGE, HALL,
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 041561 02150A
AUTHORIZATION : *Patricia T. Pitt*
COST LIMIT : \$ 122.50

ORDER DATE : February 9, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 041561

CUSTOMER NO: 02150A

400001711714

CUSTOMER: Ms. Cathy Leach
X1 Corporate Services
62 White Street

New York, NY 10013

FOREIGN FILINGS

NAME: SPEED-FON COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

RECEIVED
95 FEB -9 PM 12:11
DIVISION OF CORPORATION
FILED
96 FEB -9 PM 2:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. SPEED-PON COMMUNICATIONS, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. March 9, 1995

(Date of Incorporation)

4. Perpetual

(Duration)

5. 11-3254352

(Federal Employer Identification number, if applicable)

6. Upon the filing hereof

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 26 Delavan Street, Brooklyn, New York 11231

(Current mailing address)

8. Seller of telephone services

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Semih Baruh

Address: 26 Delavan Street, Brooklyn, New York 11231

Vice Chairman: Viktor Baruh

Address: 26 Delavan Street, Brooklyn, New York 11231

Director: Yakup Guler

Address: 26 Delavan Street, Brooklyn, New York 11231

Director: Ahmet Yildizlar

Address: 26 Delavan Street, Brooklyn, New York 11231

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B. Officers:

President: Semih Baruh

Address: 26 Delavan Street, Brooklyn, New York 11231

Vice President: Viktor Baruh

Address: 26 Delavan Street, Brooklyn, New York 11231

Secretary: Yacup Guler

Address: 26 Delavan Street, Brooklyn, New York 11231

Treasurer: Ahmet Yildizlar

Address: 26 Delavan Street, Brooklyn, New York 11231

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: XL CORPORATE SERVICES, INC.

Office Address: 4435 Old Winter Garden Road
Orlando

Florida 32811
Zip Code

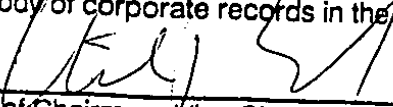
11. Registered agent's acceptance:

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.

Registered agent's signature: 

XL CORPORATE SERVICES, INC.
Marc Moel, Assistant Secretary

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

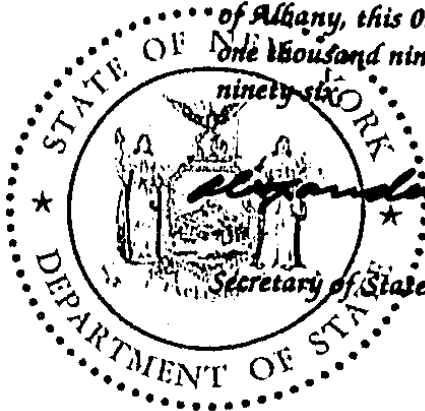
14. Viktor Baruh, Vice President
(Name and capacity of person signing application)

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

I hereby certify, that the certificate of incorporation of SPEED-FON COMMUNICATIONS, INC. was filed on 03/09/ '995, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of February
One thousand nine hundred and



Elizabeth F. Trenchard

199602050139 45

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DIVISION OF CORPORATIONS
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