

F96000001353

Nauvelsky + Bronstein L.L.P.
(Requestor's Name)
3900 N Causeway Blvd, Ste 1275
(Address)
Metairie, LA 70002
(City, State, Zip) (Phone #)

OFFICE USE ONLY

100001718311
 -02/20/96--01052--004
 *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): W910-3068

1. Universal Telecom, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 MAR 19 AM 10:41

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

NOWALSKY & BRONSTON LLP
% UNIVERSAL TELECOM, INC.
3900 N. CAUSEWAY BLVD., STE 1275
METAIRE, LA 70002

SUBJECT: UNIVERSAL TELECOM, INC.
Ref. Number: W96000003868

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DIVISION OF CORPORATIONS
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We have received your document for UNIVERSAL TELECOM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 896A00007419

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned _____ President _____, do hereby certify that this Resolution of the Board of Directors of Universal Telecom, Inc., a corporation duly organized and existing under the laws of the State of Missouri, was duly adopted on March 1, 1946.

Resolved, that Universal Telecom, Inc., organized and existing in the State of Missouri, hereby adopts the name UTT, Inc. for use in Florida.

Dated: 3/1/46

William M. Wunders

Director

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DIVISION OF CORPORATIONS
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**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. Universal Telecom, 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. Missouri 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 1, 1992 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. n/a
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 10777 Sunset Office Drive, Suite 20
Sunset Hills, Missouri 63127
(Current mailing address)

8. The provision 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:**

The Prentice-Hall Corporation
Name: 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.

The Prentice-Hall Corporation System, Inc.

By: Charles A. Coyle
(Registered agent's Signature)
Charles A. Coyle, 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
FEBRUAR 18 AM 10:41

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William Wunderlich
Address: 10777 Sunset Office Dr., Suite 20
Sunset Hills, MO 63127

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: William Wunderlich
Address: 10777 Sunset Office Dr., Suite 20
Sunset Hills, MO 63127


Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: William Wunderlich
Address: 10777 Sunset Office Dr., Suite 20
Sunset Hills, MO 63127

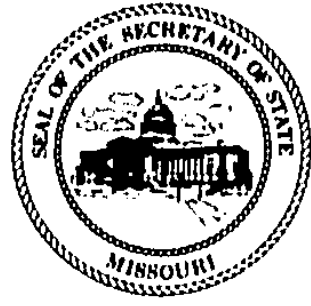
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DIVISION OF CORPORATIONS
96 MAR 18 AM 10:41

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. William Wunderlich, President
(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

96 MAR 18 AM 10:41

FILED IN
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT UNIVERSAL TELECOM, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 9TH DAY OF JANUARY, 1992, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF FEBRUARY, 1996.



Rebecca McDowell Cook
Secretary of State

F96000001353

NOWALSKY & BRONSTON, L.L.P.
Attorneys At Law
3500 N. Causeway Blvd., Suite 1442
Metairie, Louisiana 70002

Office Use Only

FILING OR RECORDING OF DOCUMENTS

Date: 5/2/97 Our File No.: _____

Re: Universal Telecom, Inc. d/b/a UTT, Inc.

The following document(s) are enclosed for:

Filing Recording with your office

Application by foreign corporation for withdrawal of Authority to transact Business or conduct affairs in Florida

Florida Dept. of State
Corporation Division
TO 409 East Gaines Street
Tallahassee, FL 32304

- Please return file-marked copies to us.
- Please enter date of filing and return this form to us by _____ 19____
- Charge our account for fees.
- Check enclosed to cover fees, \$ 35.00

NOWALSKY & BRONSTON, L.L.P.
ATTORNEYS AT LAW
3500 NORTH CAUSEWAY BOULEVARD, SUITE 1442
METAIRIE, LOUISIANA 70002
TELEPHONE (504) 832-1984 FAX (504) 831-0892

2425 EXCELLENCE LEGAL, INC.

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Merger

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*****35.00 *****35.00

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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
97 MAY -7 PM 2:56
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Universal Telecom, Inc. d/b/a UTT, Inc.

(Name of Corporation)

Missouri

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1504 Gravøis Road

(Mailing Address)

High Ridge, Missouri 63049

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ray Bovie

Signature

4-17-97

Date

Ray Bovie

Typed or printed name

Vice President

Title

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97 MAY 14 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA