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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

8000001758138
-03/26/96--01133--003
*****70.00 *****70.00

SUBJECT: Penny Rich Corporation
(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:

Michelle Albert
(Name of Person)
McGill, Gotsdiner, Workman & Lepp, P.C.
(Firm/Company)
11404 West Dodge Road - Suite 500
(Address)
Omaha, NE 68154-2576
(City/State/Zip)

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

Mark A. Pieper at (402) 492-9200
(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. Penny Rich 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. Nevada
(State or country under the law of which it is incorporated)
3. 87-3293676
(FEI number, if applicable)
4. March 8, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Undetermined
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1624 South Pioneer Road
Salt Lake City, UT 84104
(Current mailing address)
8. Telecommunications
(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: CT 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.


(Registered agent's signature)

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: Gerald B. Ricks

Address: 5700 Lolene Way, Salt Lake City, UT 84118

Vice Chairman: Mark Huston Cook

Address: 925 East Creekhill Lane #30, Midvale, UT 84047

Director: Daniel Whitaker

Address: 479 North Main, Farmington, UT 84025

Director: Jeddie W. Ricks

Address: 1100 East 2754 South, Salt Lake City, UT 84106

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

President: Mark Huston Cook

Address: 925 East Creekhill Lane #30, Midvale, UT 84047

Vice President: Daniel Whitaker

Address: 479 North Main, Farmington, UT 84025

Secretary: Jeddie W. Ricks

Address: 1100 East 2754 South, Salt Lake City, UT 84106

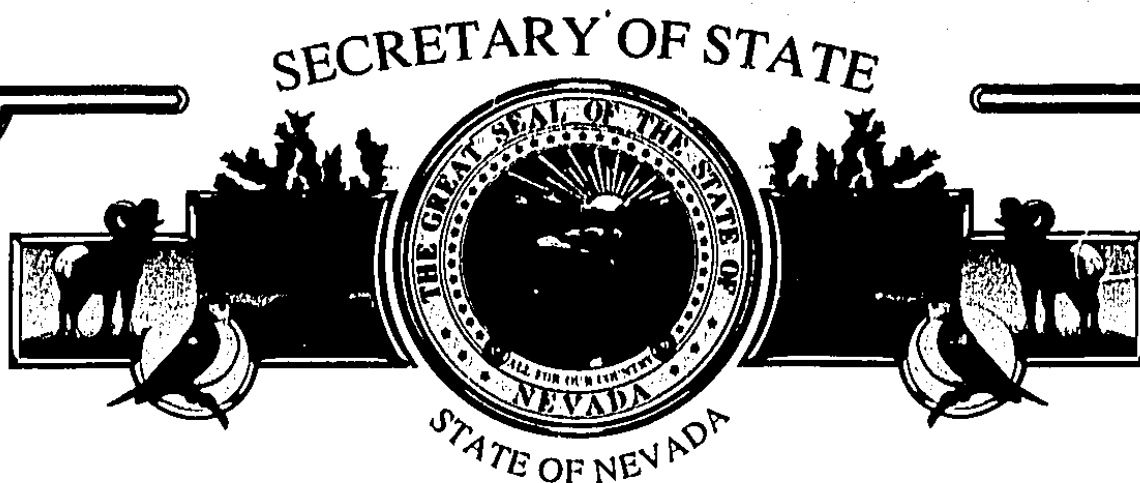
Treasurer: Jeddie W. Ricks

Address: 1100 East 2754 South, Salt Lake City, UT 84106

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. Mark Huston Cook President
(Typed or printed name and capacity of person signing application)



**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **PENNY RICH CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 15, 1996.



Dean Heller

Secretary of State

By *Annelle Inermaker*

Certification Clerk

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