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CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

500001759695
-03/27/96--01060--015
*****70.00 *****70.00

CORPORATION(S) NAME

Celebrity Phone Card Telecommunications, Inc.

- ☒ Profit
☒ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
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☐ Annual Report
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- ☐ Merger
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☐ Other
☐ Change of F.A.
☐ Fictitious name Filing
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- 96 MAR 27 PM 1:00
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

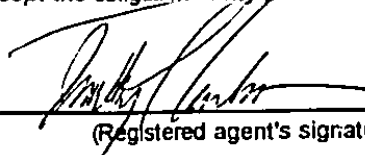
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CELEBRITY PHONE CARD TELECOMMUNICATIONS, 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. NEW YORK
(State or country under the law of which it is incorporated)
3. 11-3865952
(FEI number, if applicable)
4. Sept. 1, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)
6. UPON COMPLIANCE
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 443 Park Avenue South, New York, New York 10016

(Current mailing address)
8. Sale of prepaid telephone calling cards
(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: C T CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

Timothy E. Carlson, Asst. Secy.

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Vincent Russo

Address: As Below

Director: Frank Cali

Address: As Below

B. OFFICERS

President: Vincent Russo

Address: 18-15 215th Street
Bayside, New York 11360

Vice President: Frank Cali

Address: 7306 Christopher Columbus Blvd.
Brooklyn, New York 11204

Secretary: Frank Cali

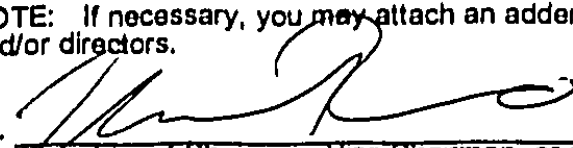
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DIVISION OF CORPORATIONS
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Treasurer: _____

Address: _____

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. Vincent Russo, President
(Typed or printed name and capacity of person signing application)

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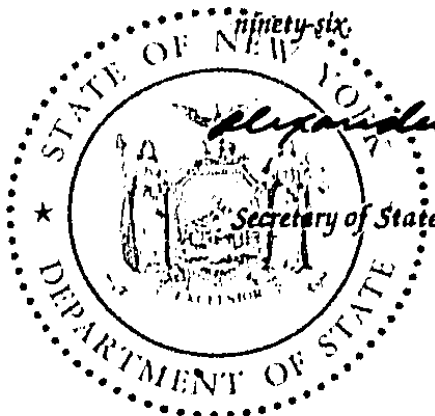
State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of CELEBRITY PHONE CARD TELECOMMUNICATIONS, INC. was filed on 09/01/1995, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of February
one thousand nine hundred and

ninety-six.

Elizabeth F. Treadwell



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