

F96000002071

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Complete Net Inc.
(Name of corporation - must include suffix)

ENCLOSURE 1 7 5 3 1 4 8
-04/24/95--01091--002
*****70.00 *****70.00

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:

Guy Spiegelman
(Name of Person)

Suite 400
(Firm/Company)

28 West Flagler Street
(Address)

Miami FL 33134
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Guy Spiegelman at 305, 373 6634
(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

LAW OFFICES
GUY SPIEGELMAN
SUITE 400 HONORS BUILDING
88 WEST FLAGLER STREET
MIAMI, FLORIDA 33100
TELEPHONE (305) 373-8034

April 19, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Complete Net, Inc., a Delaware Corporation**

Application for Foreign Corporation for Author-
ization to Transact Business in Florida

Dear Sir/Madam,

Enclosed please find the following documents pertaining to the
above referenced corporation:

1. Application for Foreign Corporation for Authorization to
Transact Business in Florida for Complete Net, Inc.
2. Original certificate of resistance by the Secretary of
State, State of Delaware.
3. My check payable to the Florida Department of State in
the amount of \$70.00 representing the registration fee.

Upon processing same kindly forward a letter of
acknowledgment.

If you have any questions, please contact me.

Sincerely,


Guy Spiegelman

GS/kj
Encls.

**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. Complete Net, 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. Delaware 3. 65-0612315
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. July 11, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Complete Net, Inc.
28 West Flagler Street, Suite 400, Miami, FL 33130
(Current mailing address)

8. Networking
(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: Guy Spiegelman
28 West Flagler Street, Suite 400
Office Address: _____
Miami, Florida, 33130
(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: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

Vice Chairman: _____
Address: _____

Director: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

Director: _____
Address: _____

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

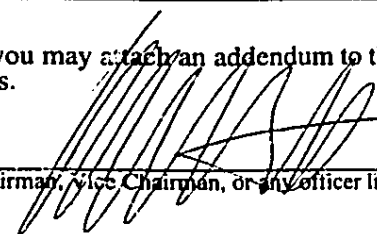
President: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

Vice President: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

Secretary: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

Treasurer: Guy Spiegelman
Address: 28 West Flagler Street, Suite 400, Miami, FL 33130

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. Guy Spiegelman, Chairman, Director, President, Secretary, Treasurer
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPLETE NET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7913828

DATE: 04-19-96