

F 96000002312
FILE REQUEST

May 3, 1996

Secretary of State
Corporate Record Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
36 MAY -8 PM 2:00

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5/8

Type of Filing:	Qualification
Subject:	Paradigm Communications Corporation
Form(s) Enclosed:	Application by Foreign Corporation for Authorization to Transact Business in Florida
Supporting Document(s):	Certificate of Good Standing
Check(s) Enclosed:	#4439 for 122.50
Return Via:	Regular Mail
Filing Method:	Regular

W96-9784
500001811455
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*****122.50 *****122.50

Please return a Certified Copy of filing to the address below:

Please return to:

Vicki Ivey
Unisearch, Inc.
1130 K St., #LL-21
Sacramento, CA 95814
800-769-1864
Fax 800-769-1868

RESOLUTION

WHEREAS, the name of this corporation is presently being used by another entity in the State of Florida,

THEREFORE, BE IT RESOLVED, that this corporation shall use the assumed name, GCN for transacting business in the State of Florida.

CORPORATION

APPROVED on 4/18/96, by the 100 % vote of the Directors of
Paradigm Communications Corporation.

"CORPORATION"
per Vicki Ivey
by phone 5/8/96


Nils A. Shapiro, President/Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Paradigm Communications 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. California 3. 95-2972779
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-16-75 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.105, F.S.)

7. 12750 Ventura Blvd, #202
Studio City, CA 91604
(Current mailing address)

8. Long distance telecommunication 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:

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

Vicki Ivey
(Registered agent's signature)

Vicki Ivey, 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.

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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.

Nils A. Shapiro, President
(Typed or printed name and capacity of person signing application)

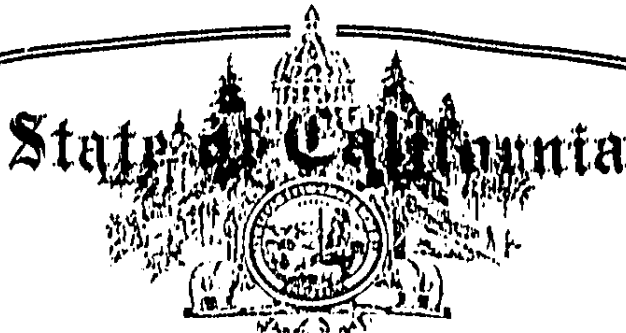
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PARADIGM COMMUNICATIONS CORPORATION

LIST OF OFFICERS AND DIRECTORS

NAME	TITLE	ADDRESS	SSN
Nils A Shapiro	President Secretary Director	1569½ Manning Ave Los Angeles, CA 90024	054-26-0000
Steven Kalish	Vice President Director	PO Box 5305 Austin, TX 78763	455-94-9504

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SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 16th day of September, 19 75,

PARADIGM COMMUNICATIONS CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

May 2, 1996



Bill Jones

Secretary of State