

TRANSMITTAL LETTER

F96000002438

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: ILD Communications, Inc.
(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:

D. Tully Hazell
(Name of Person)
Cashin, Norton & Nullius
(Firm/Company)
1360 Peachtree Street, Suite 1900
(Address)
Atlanta, GA 30309
(City, State and Zip Code)

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

Melissa Winters at (404) 877-9220
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

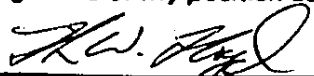
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ILD COMMUNICATIONS, 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. 59-3375165
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/18/96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/8/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))
7. 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
PONTE VEDRA BEACH, FLORIDA 32082
(Current mailing address)
8. LONG DISTANCE RESELLER
(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: FREDERICK W. LLYOD
Office Address: 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
PONTE VEDRA BEACH, Florida, 32082
(Zip Code)

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TALLAHASSEE, FLORIDA

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.

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

A. DIRECTORS

Chairman: MICHAEL F. LEWIS
Address: 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
PONTE VEDRA BEACH, FLORIDA 32082

Vice Chairman: C. READ MORTON, JR.
Address: 1360 PEACHTREE STREET, SUITE 1900
ATLANTA, GEORGIA 30309

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

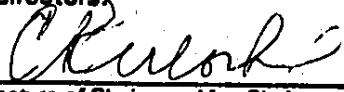
President: MICHAEL F. LEWIS
Address: 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
PONTE VEDRA BEACH, FLORIDA 32082

Vice President: _____
Address: _____

Secretary: C. READ MORTON, JR.
Address: 1360 PEACHTREE STREET, SUITE 1900
ATLANTA, GEORGIA 30309

Treasurer: FREDERICK W. LLOYD
Address: 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
PONTE VEDRA BEACH, FLORIDA 32082

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. C. READ MORTON, JR., SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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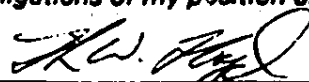
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Office Address: 13000 SAWGRASS VILLAGE CIRCLE, SUITE 5
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Director: _____
Address: _____

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(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

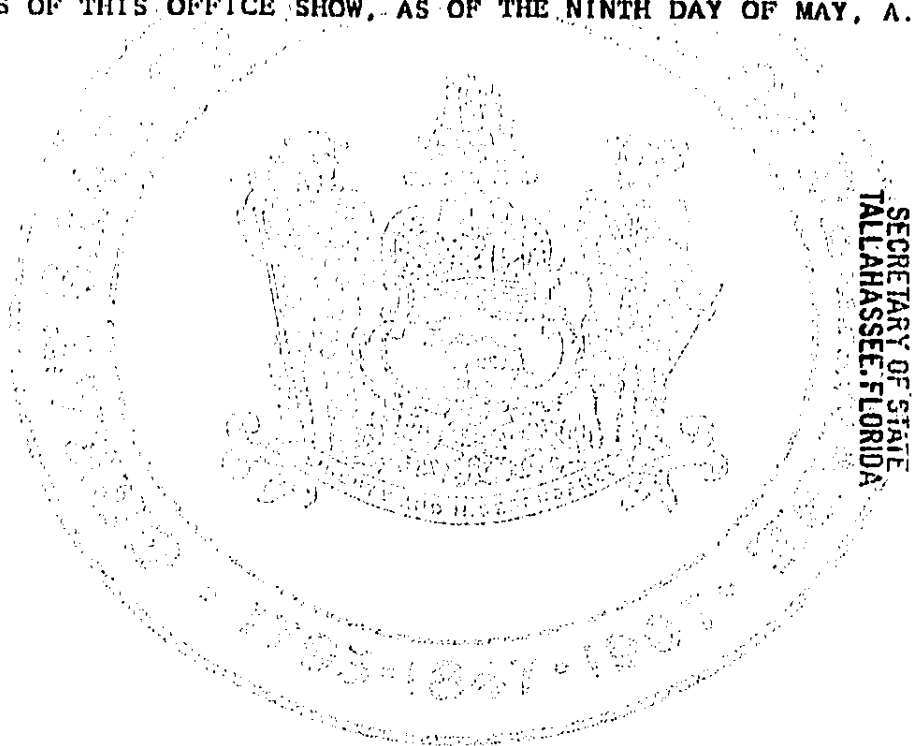
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ILD COMMUNICATIONS, 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 NINTH DAY OF MAY, A.D. 1996.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 14 PM 1:05

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7939410

DATE: 05-09-96