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5/20/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: INTEREXCHANGE INC.

FAX AUDIT NUMBER: H96000007117

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/20/1996

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**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. Interexchange 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 Jersey

(State or country under the law of which it is incorporated)

3. 22-3149288

(FBI number, if applicable)

4. February 22, 1991

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 607.153, F.S.))

7. 365 SW 16th Street

Boon Raton, FL 33432

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: and all other lawful activities permitted under Florida law.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

**Tadeusz Torkowski
365 SW 16th Street
Boon Raton, FL 33432**

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.

By:

Tadeusz Torkowski
Tadeusz Torkowski

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.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

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From : INTEREXCHANGE INC

PHONE No. : 908 819 0416

May 21 1996 11:15AM P03

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS

Tadeusz Torkowski
365 SW 16th Street
Boca Raton FL 33432

Czeslaw Golaszewski
365 SW 16th Street
Boca Raton, FL 33432

B. OFFICERS

PRESIDENT: Tadeusz Torkowski
365 SW 16th Street
Boca Raton, FL 33432

SECRETARY: Tadeusz Torkowski

TREASURER: Tadeusz Torkowski

13. Signature of an officer listed in item 12:

By: Tadeusz Torkowski, President

Date: May 21, 1996

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
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(305) 672-0686

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NEW JERSEY SECRETARY OF STATE

INTEREXCHANGE, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON FEB. 22, 1991.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

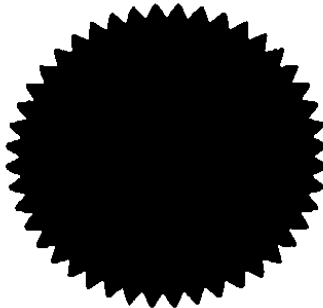
I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

6006 MANA RD.
EDISON

NJ 08817

AND THE REGISTERED AGENT IS NICHOLAS J. SPADORO, ESQ.

MAY 10, 1996



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