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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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05/24/96--01120--002
*****70.00 *****70.00

SUBJECT: TelSave Corporation dba INDEPENDENT NETWORK SERVICES CORP
(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:

RED LARSON
(Name of Person)

TelSave Corporation dba INDEPENDENT NETWORK SERVICES CORP
(Firm/Company)

2600 N. Central Ave., Ste. 1750
(Address)

Phoenix, AZ 85004

(City, State and Zip Code)

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

RED LARSON

(Name of Person)

at (602) 248 - 8495

Area Code & Daytime Telephone Number

FILED
CLERK OF STATE
OF FLORIDA
24 MAY 96 9:38 AM
CORPORATIONS

COURIER ADDRESS:

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

MAILING ADDRESS:

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

M E M O

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To: State of Florida, Office of Secretary of State.

**From: Ron Steiner, preparing applications for TelSave Corporation
which will do business as Independent Network Services
Corp.**

Enclosed is the filing fee, for \$70 to:

**"Secretary of State of Florida"
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399**

Also included is a certificate of Good Standing from Idaho, a copy of the Corporate resolution to adopt a name for Florida, and enclosed is a SASE for a copy of the approved application to be returned, showing authority for us to do business in Florida.

**If there are any questions with this application for authority, please call me
(602) 830-5098**

Thank You



**Ron Steiner
for "Independent Network Services".**

Modified Name Resolution

The Board of Directors of TelSave Corporation an Idaho corporation qualifying, qualified to do business in the state of Florida Do hereby resolve this 15th day of May 19 96 to modify & adopt the name: Independent Network Services Corp for the purpose of conducting business in the State of Florida. The Board of Directors acknowledge that TelSave Corporation, shall make application to do business in the State of as a foreign corporation under the modified, name approved by the secretary of state, and shall only use the modified name in its dealings and communications with the secretary of state, and in all other business conducted under authority from the secretary of state. Certified by;

ASST SECRETARY
Ass't Secretary

Todd West
Todd West

Date 5-15-96

State of 5-15-96

County of Maricopa

Sandra J. Nolan
Notary Officer

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DIVISION OF CORPORATIONS
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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. TelSave Corporation dba INDEPENDENT NETWORK SERVICES CORP
(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. IDAHO 3. 82-0471730
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 7, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. awaiting authority
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.155, F.S.))
7. 2600 N. Central Ave., Ste 1750
Phoenix, AZ 85004
(Current mailing address)
8. Telecommunications
(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.

Sue Brodtmann
(Registered agent's signature)

Sue Brodtmann, 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.

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MAY 24 AM 9:38

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

A. DIRECTORS

Chairman: LOREN D. BLICKENSTAFF
4215 Country Club
Address: Boise, ID 83705

Vice Chairman: SEE ATTACHED
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: RICHARD M. GUSTAFSON
Address: 2600 N. Central Ave., Ste. 1750
Phoenix, AZ 85004

Vice President: _____
Address: SEE ATTACHED

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

William Harrington
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

Officers TELSARE CORPORATION

Richard M. Gustafson President 2600 N. Central Ave. Ste. 1750, Phx. AZ 85004
Loren D. Blickenstaff Secretary-Treasurer 4215 Country Club, Boise, Idaho 83705
William H. Harrington CEO 10838 N 10th Place, Phoenix, AZ 85020
Todd J. West Exec. Vice-President/Ass't Sec. 4511 W Oraibi Dr, Glendale, AZ 85308
Nicholas Empie Vice President 7822 N. 32nd Dr. Phoenix, Arizona 85051

Directors TELSARE CORPORATION

Richard M. Gustafson 2600 N. Central Ave. Ste. 1750, Phx. AZ 85004
Loren D. Blickenstaff 4215 Country Club, Boise, Idaho 83705
Larry A. Morris 1597 Seaport Court, Boise, Idaho 83706
Steven Ricks 3085 S. Terra Dr. Boise, Idaho 83709

Stockholders

Dennis Whitmore 3319 Dewey St., Boise, Idaho 83703
Mark Clegg 1918 Monclair Dr., Boise, Idaho 83702
Stephen R. Coleman 9402 Winterwood Ln., Boise, Idaho 83703
Jack A. & Carolyn J. Seeley 10702 Smoke Ranch Dr. Boise, Idaho 83709
David Dean 1810 E. Dybwiid Ct., Meridian, Idaho 83642
Dr. Richard E. Moore 6500 W. Emerald, Boise, Idaho 83704

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State of Idaho

Department of State

CERTIFICATE OF CORPORATE STATUS

OF

TELSAVE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above named corporation was incorporated under the laws of Idaho and was issued a certificate of incorporation in Idaho on July 7, 1994 under the file number C 106902.

I FURTHER CERTIFY That the corporation is in good standing on the records of this office.

Dated: April 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Donna Herald*

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96 MAY 24 AM 9:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS