

F96000002862

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001843278
-05/29/96--01132--021
*****78.75 *****78.75

W96-11405

SUBJECT: TotalTel Sarasota, 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:

Mark K. Follender
(Name of Person)
TotalTel USA Communications, Inc.
(Firm/Company)
PO Box 449
(Address)
Little Falls, NJ 07424
(City, State and Zip Code)

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

Mark K. Follender at (201) 812 - 1100
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1996

MARK K. FOLLENDER
% TOTALTEL USA COMMUNICATIONS, INC.
P.O. BOX 449
LITTLE FALLS, NJ 07424

SUBJECT: TOTALTEL SARASOTA, INC.
Ref. Number: W96000011405

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We have received your document for TOTALTEL SARASOTA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00026981

**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. TotalTel Sarasota, 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 3. 65-066466
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 30, 1996 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 617.155, F.S.)
7. 150 Clove Road, 8th Floor, PO Box 449
Little Falls, NJ 07424
(Current mailing address)
8. Telemarketing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

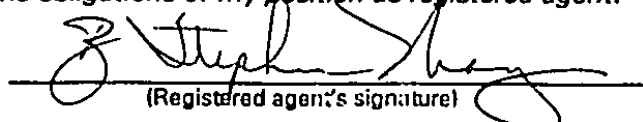
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9. Name and street address of Florida registered agent:

Name: Steve May
Office Address: 4759 Spring Meadow Lane
Sarasota, Florida, 34233
(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.

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: Warren H. Feldman

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

Vice Chairman: N/A

Address: _____

Director: Marc Balmuth

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

Director: Jay Miller

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

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

President: Warren H. Feldman

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

Vice President: N/A

Address: _____

Secretary: Thomas P. Gunning

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

Treasurer: Sol Feldman

Address: 150 Clove Road, 8th Floor, Little Falls, NJ 07424

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

13. Thomas P. Gunning
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas P. Gunning, Secretary
(Typed or printed name and capacity of person signing application)

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12. DIRECTORS (cont.)

Director: Jerry Zaro
Address: 150 Clove Road, 8th Floor, Little Falls, New Jersey 07424

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NEW JERSEY SECRETARY OF STATE

TOTALTEL SARASOTA, 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 APR. 26, 1996.

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

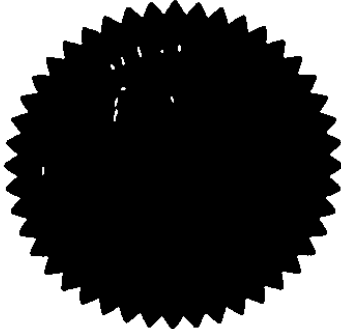
150 CLOVE RD EIGHT FLOOR

LITTLE FALLS

NJ 07424

AND THE REGISTERED AGENT IS MARK KENNETH FOLLENDER ESQ.

MAY 20, 1996



Jonine R. Hooley

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