

F96000003239



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 996168 7111328

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 70.00

ORDER DATE : June 21, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 996168

500001876665

CUSTOMER NO: 7111328

CUSTOMER:

Paul Ungar, Esq.
16 Monmouth Avenue

Edison, NJ 08820

FOREIGN FILINGS

NAME: PICK COMMUNICATIONS
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 PM 12:44
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RECEIVED
96 JUN 25 PM 12:05
DIVISION OF CORPORATIONS

**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. PICK 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. NEVADA 3. 75-2107261
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 23, 1995 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 817.135, F.S.))
7. 155 ROUTE 46 WEST, THIRD FLOOR
WAYNE, NEW JERSEY 07470
(Current mailing address)
8. TO ENGAGE IN THE TELECOMMUNICATIONS BUSINESS PRIMARILY THROUGH THE SALE OF PREPAID TELEPHONE CALLING CARDS AND OTHER PHONE SERVICES (TO BE DETERMINED) AND ANY OTHER LAWFUL BUSINESS.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

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.

By: Vicki Schreiner, Asst. V.P.
Corporation Service Company
(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: DIEGO LEIVA
Address: 99 CHEYENNE WAY, WAYNE, NJ 07470
DIRECTOR: ROBERT R. SAMS
Address: WOODMANS FARM, PERRYMAN'S LA., BURWASH, E. SUSSEX TN197DN ENGLAND
DIRECTOR: RICARDO MARANON
Address: 1400 STILLWATER DR., MIAMI BEACH, FL 33141
Director: RAYMOND M. BRENNAN
Address: 139 W. LAKE SHORE DR., ROCKAWAY, NJ 07866

Director: GREG MANNING
Address: 775 PASSAIC AVE., WEST CALDWELL, NJ 07006

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

CEO & President: DIEGO LEIVA
Address: 99 CHEYENNE WAY, WAYNE, NJ 07470

Vice President: KAREN M. QUINN
Address: 5535 NETHERLAND AVENUE, BRONX, NY 10471

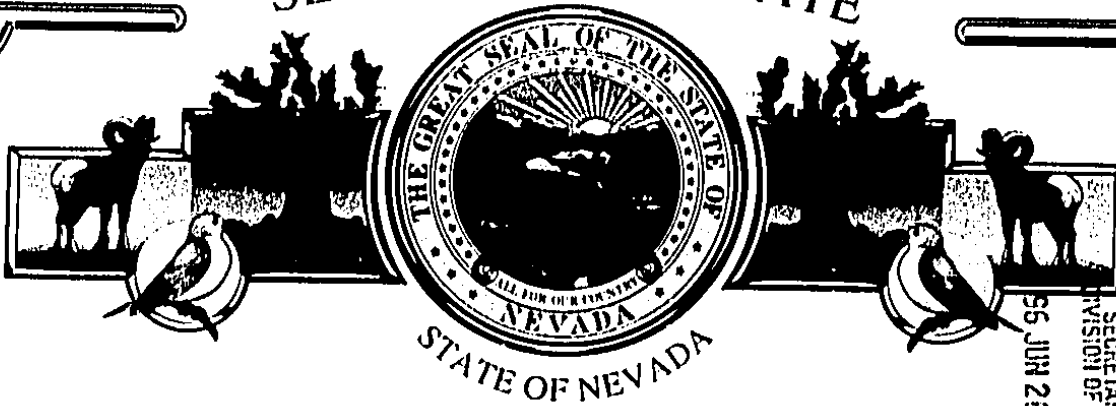
VICE PRES & Secretary: RAYMOND M. BRENNAN
Address: 139 W. LAKE SHORE DR., ROCKAWAY, NJ 07866

VICE PRES, CFO & Treasurer: KARL R. PETERSSEN
Address: 16 FRANKLIN PLACE, GLEN ROCK, NJ 07452

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

13. Raymond M. Brennan 6/20/96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. RAYMOND M. BRENNAN, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PICK COMMUNICATIONS CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 23, 1995, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 21, 1996.

Dean Heller

Secretary of State

By *J. Dhruvmarker*

Certification Clerk