

F96000003590
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TravelTel 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:

Justin T. Monk
(Name of Person)
TravelTel Inc.
(Firm/Company)
P.O. Box 915371
(Address)
Longwood, FL 32791-5371
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Justin T. Monk
(Name of Person) at (407) 862 6106
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

Name corrected
File - 35576



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 11, 1996

JUSTIN T. MONK
TRAVELTEL INC.
PO BOX 915371
LONGWOOD, FL 32791-5371

SUBJECT: TRAVELTEL INC.
Ref. Number: W96000014520

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We have received your document for TRAVELTEL INC. and your check(s) totalling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 296A00033798

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned David L. Belchick, do hereby certify
(Name)

that this Resolution of the Board of Directors of TravelTel, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on July 13, 1996.

Be it resolved, that TravelTel Inc

(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

TravelTel International Inc. for use in Florida.

Dated: 13 July 96

David L. Belchick
Signature of either Chairman, Vice Chairman or any officer

David L. Belchick
Type or print name

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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. TravelTel 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
(State or country under the law of which it is incorporated)
3. 521967265
(FBI number, if applicable)
4. 1/11/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 6/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 915371
Longwood, FL 32791-5371
(Current mailing address)
8. Marketing Pre-Paid Phone Cards
(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 acceptable)
Name: Justin T. Monk
Office Address: 3748 Watercrest Dr
Longwood, Florida, 32779
(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.

[Signature]
(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.

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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: Justin T. Monk
Address: 3748 Watercrest Dr
Lanwood, FL 32779

Vice Chairman: David L. Belchick
Address: 3748 Watercrest Dr.
Lanwood, FL 32779

Director: J. Thomas Monk
Address: 3748 Watercrest Dr
Lanwood, FL 32779

Director: _____
Address: _____

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

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

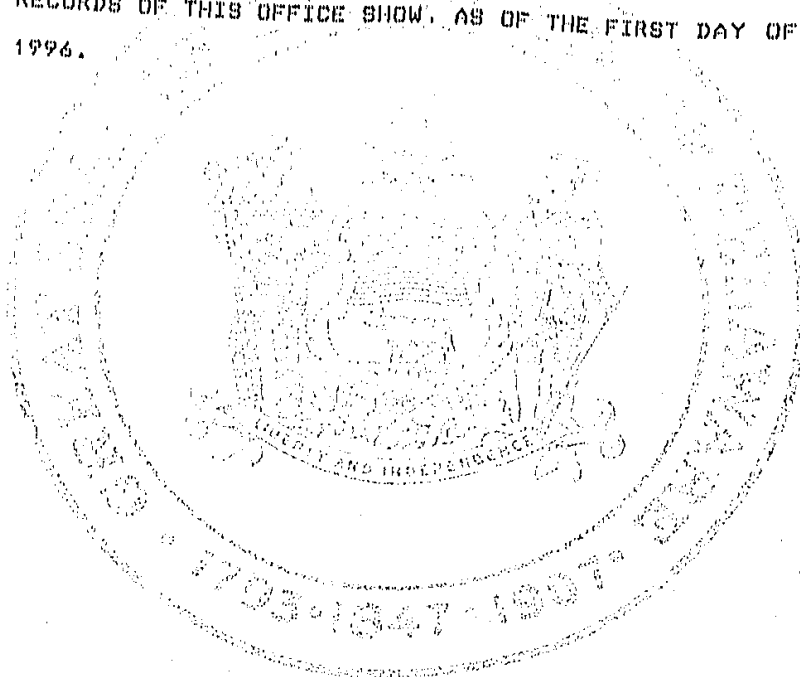
14. Justin T. Monk Chairman
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELTEL 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 FIRST DAY OF JULY, A.D. 1996.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8010415

DATE:

07-01-96