

Omni
TELECOMMUNICATIONS, Inc.

TRA OPS

Qualification/Tax Liaison Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

F96000003807

Re: Omnitel USA, Inc.

700001804257
-07/25/96--01056--009
*****78.75 *****78.75

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. The check, in the amount of \$78.75, is made payable to the *Florida Department of State*, and covers requisite filing fees and the certificate of status.

Please return all correspondence concerning this matter to:

Stanley S. Jutkowitz, Esq.
Keck, Mahin & Cate
1201 New York Avenue, NW
Penthouse Suite
Washington, DC 20005

Should there be any questions regarding this filing, please do not hesitate to contact me at (813) 541-2626. Thank you for your assistance in this matter.

Sincerely,

Nancy Kullack
Nancy Kullack

Enclosures

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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. Omnitel USA, 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. 59-3366922
(FBI number, if applicable)
4. 11/14/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 8, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 10540 72nd Street North
Largo, FL 33777
(Current mailing address)
8. Telecommunication Services
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

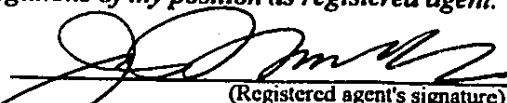
Name: John Morrell

Office Address: 10540 72nd Street North

Largo, Florida, 33777
(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: Frank Kristan

Address: 43 Deshon Avenue, Bronxville, NY 10708

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Al Garbutt

Address: 10540 72nd Street North
Largo, FL 33777

Vice President: _____

Address: _____

Secretary: Frank Kristan

Address: 43 Deshon Avenue

Bronxville, NY 10708

Treasurer: Frank Kristan

Address: 43 Deshon Avenue, Bronxville, NY 10708

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

13. _____

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

14. Al Garbutt, President

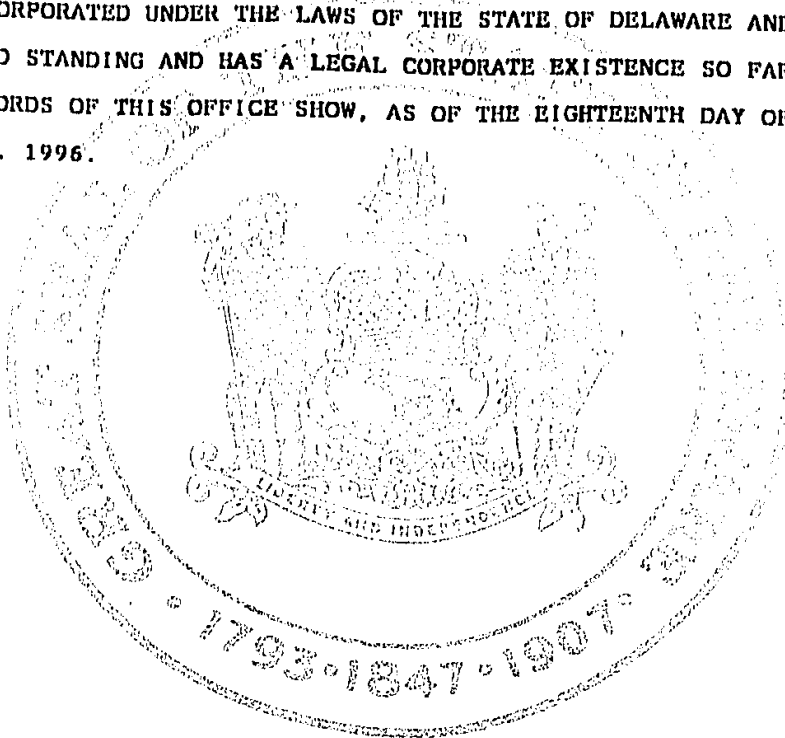
(Typed or printed name and capacity of person signing application)

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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 "OMNITEL USA, 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 EIGHTEENTH DAY OF JULY, A.D. 1996.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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