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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Telcom Telomarketing Services, 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:

Greg Lam 100001304251
(Name of Person) -07/25/96--01056--007
*****70.00 *****70.00

Copilevitz & Canter, P.C.
(Firm/Company)

1500 One Kansas City Place
(Address)

1200 Main Street
Kansas City, MO 64105
(City/State/Zip)

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

Greg Lam at (816) 471-3977
(Name of Person) (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

COPILEVITZ & CANTER, P.C.
ATTORNEYS AT LAW

1800 ONE KANSAS CITY PLAZA
1200 MAIN STREET
KANSAS CITY, MISSOURI 64105-2100
(816) 471-5977 • FAX (816) 471-0932
E-MAIL: copvltz@kcf.net

1 LAFAYETTE CENTER, SUITE 330
1100 21ST STREET, N.W.
WASHINGTON, D.C. 20036-3300
(202) 861-0740 • FAX (202) 331-0841
E-MAIL: copcandc@wa.net

PLEASE REPLY TO THE MISSOURI OFFICE

July 24, 1996

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

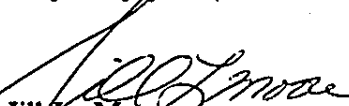
Re: **Telcom Telemarketing Services, Inc.**

Dear Madam/Sir:

Enclosed please find an Application By Foreign Corporation for Authorization to Transact Business in Florida for Telcom Telemarketing Services, Inc. The appropriate attachments are also enclosed.

Thank you for your assistance in this matter. Should you have any questions, please feel free to contact me.

Very truly yours,


Jill L. Moore
Legal Assistant
For the firm

:jlm

**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. Telcom Telemarketing Services, 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. North Carolina 3. 56-1627840
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. July 12, 1988 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon approval of this application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6425 Bannington Road, Suite A

Charlotte, North Carolina 28226
(Current mailing address)

8. fundraising; any 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: Frank Colaprete

Office Address: 6619 US Highway 19

New Port Richey, Florida, 34652
(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.

Frank J. Colaprete
(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: Carl R. Gallo
Address: 2160 West Atlantic Avenue, #202
Delray Beach, Florida 33445

Vice Chairman: _____
Address: _____

Director: James P. Williams, Jr.
Address: 10317 Hollybrook Drive
Charlotte, North Carolina 28277

Director: _____
Address: _____

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

President: James P. Williams, Jr.
Address: 10317 Hollybrook Drive
Charlotte, North Carolina 28277

~~Chairman~~
~~Vice President~~ Carl R. Gallo
Address: 2160 West Atlantic Avenue, #202
Delray Beach, Florida 33445

Secretary: James P. Williams, Jr.
Address: 10317 Hollybrook Drive
Charlotte, North Carolina 28277

Treasurer: James P. Williams, Jr.
Address: 10317 Hollybrook Drive
Charlotte, North Carolina 28277

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

13. James P. Williams, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James P. Williams, Jr.
(Typed or printed name and capacity of person signing application)

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STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

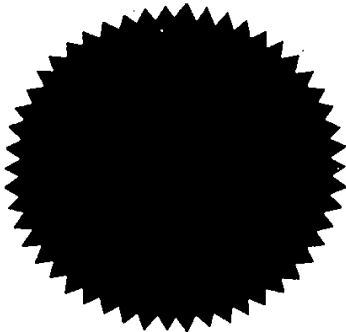
I, **JANICE H. FAULKNER**, *Secretary of State of the State of North Carolina*, do hereby certify that

TELCOM TELEMARKETING SERVICES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 12th day of July, 1988, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of July, 1996.



Janice H. Faulkner
Secretary of State

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