

F96000004141

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 989021 ONTARIO INC. o/u AD-TEL COMMUNICATIONS
(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:

DARREN J. MORGENSTERN
(Name of Person)
AD-TEL COMMUNICATIONS
(Firm/Company)
150 CONSUMERS RD. SUITE 405
(Address)
NORTH YORK, ONTARIO CANADA M2J 1P9
(City/State/Zip)

SECRET
TALLAHASSEE, FLORIDA

56 AUG 14 AM 9:06

FILED

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-07/23/96--01072--019
****131.25 ****131.25

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

W96-15379

DARREN J. MORGENSTERN at (416) 499-2570
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

FROM: DARREN J MORGENSTERN
AD-TEL COMMUNICATIONS
150 CONSUMERS RD #405
NY, ONTARIO, CANADA M2J 1P9,

SUBJECT: 989021 ONTARIO INC.
Ref. Number: W96000015379

We have received your document for 989021 ONTARIO INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6094.

TO: Doug Dickinson
Document Specialist

Letter Number: 596A00035446

Aug 6, 1996

As per your request, please find enclosed original documents. I anticipate this meets with your satisfaction. Should you have any questions, please contact the undersigned at 1-800-567-3255.
Yours truly,

DARREN MORGENSTERN

**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. 989021 ONTARIO 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. ONTARIO 3. N/A
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. MAY 29, 1992 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 817.155, F.S.))

7. 150 CONSUMERS RD. SUITE #405
NORTH YORK, ONTARIO CANADA M2J 1P9
(Current mailing address.)

8. TELECOMMUNICATIONS
(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: BRENDA BONNEY

Office Address: 555 OAKS LANE #102

POMPANO BEACH, Florida, 33069
(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.

SEE ATTACHED ENCLOSURE Brenda Bonney
(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.

FILED
86 AUG 14 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: DARREN J. MORGENSTERN

Address: 39 ROEHAMPTON AVE. SUITE 103

TORONTO, ONTARIO CANADA M4P 1P9

Vice Chairman: _____

Address: _____

Director: SAME AS ABOVE

Address: _____

Director: _____

Address: _____

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

President: DARREN J. MORGENSTERN

Address: 39 ROEHAMPTON AVE. SUITE 103

TORONTO, ONTARIO CANADA M4P 1P9

Vice President: SAME

Address: _____

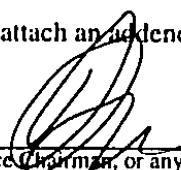
Secretary: SAME

Address: _____

Treasurer: SAME

Address: _____

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. DARREN J. MORGENSTERN - PRESIDENT/OWNER
(Typed or printed name and capacity of person signing application)

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
393 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

989021 ONTARIO INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000989021

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

MAY 29 MAI, 1992

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

JULY 18 JUILLET, 1996

Controller of Records
Contrôleur des dossiers

FILED
96 AUG 14 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA