

F96000004150

August 14, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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Re: Statement and Designation by Foreign Corporation
U.S. Republic Communications, Inc.

To whom it may concern:

Pursuant to Section 607.1503 of the Florida Statutes, enclosed please find one original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida filed on behalf of U.S. Republic Communications, Inc ("USRC"). USRC is a Texas corporation and requests authority to conduct business in the State of Florida. Attached to this Statement is a current Certificate of Existence issued by the Texas Secretary of State.

Also enclosed with this Application, please find a check in the amount of seventy dollars (\$70.00) for the required registration fee.

Thank you for your attention to this matter. Please direct any questions or correspondence regarding this filing to the following address:

Attn: David Barnett
U.S. Republic Communications, Inc.
3200 West Pleasant Run Road
Lancaster, Texas 75146
(214) 230-7628

Sincerely,



J. David Barnett
Regulatory Analyst

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WC
8/14

Enclosures;

cc: Michael G. Hoffman, Esq.
Secretary

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. U.S. REPUBLIC COMMUNICATIONS, 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. TEXAS
(State or country under the law of which it is incorporated)

3. 75-2654939
(FBI number, if applicable)

4. JUNE 6, 1996
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))

7. 4800 SUGAR GROVE BLVD., SUITE 410

STAFFORD, TEXAS 77477

(Current mailing address)

8. TO RESELL TELECOMMUNICATION SERVICES.
(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324
(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)

MICHAEL E. JONES
ASSISTANT SECRETARY

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: ** SEE ATTACHED **

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ** SEE ATTACHED **

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

14. MICHAEL G. HOFFMAN, ESQ. SECRETARY
(Typed or printed name and capacity of person signing application)

CURRENT OFFICERS AND DIRECTORS OF U.S. REPUBLIC COMMUNICATIONS, INC.

EFFECTIVE: June 6, 1996

Officer	Director	Name	Address
President Treasurer	6-6-96*	T. Gary Remy	4800 Sugar Grove Blvd., # 410 Stafford, TX 77477 (713) 491-2370
Vice President	6-6-96*	A. Joe Mitchell, Jr.	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (214) 230-7200
Secretary	6-6-96*	Michael G. Hoffman	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (214) 230-7200

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Current officers serve until successors are appointed.

* Date of initial election to Board of Directors.



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

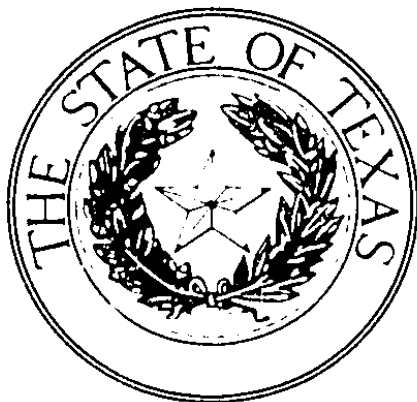
U.S. REPUBLIC COMMUNICATIONS, INC.

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were filed in this office and a certificate of incorporation was issued on

JUNE 6, 1996;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 19, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

PH