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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-08/28/96--01003--001
****122.50 ****122.50

SUBJECT: UNIVERSAL COMMUNICATIONS NETWORK, 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:

Sue Brodtmann
(Name of Person)
Unisearch, Inc.
(Firm/Company)
1295 Bandana Blvd. N, Suite 300
(Address)
St. Paul, MN 55108
(City, State and Zip Code)

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

Sue Brodtmann at (612) 225 - 9500
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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8/28

COURIER ADDRESS:

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

MAILING ADDRESS:

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

FILING REQUEST

August 22, 1996

SECRETARY OF STATE
QUALIFICATION/TAX LIEN SEC.
DIVISION OF CORPORATIONS
409 E GAINES STREET
TALLAHASSEE, FL 32301



<i>Type of Filing:</i>	QUALIFICATION
<i>Subject(s):</i>	UNIVERSAL COMMUNICATIONS NETWORK, INC.
<i>Form(s) Enclosed:</i>	APPLICATION BY FOREIGN CORPORATION TRANSMITTAL LETTER RESOLUTION
<i>Supporting Document(s):</i>	CERTIFICATE OF GOOD STANDING
<i>Check Enclosed:</i>	CHECK #4972 FOR \$122.50
<i>Return Via:</i>	REGULAR MAIL
<i>Filing Method:</i>	ROUTINE

PLEASE RETURN A CERTIFIED COPY. THANK YOU.

PLEASE RETURN TO: Unisearch, Inc.
1295 Bandana Blvd North, Suite 300
Saint Paul, MN 55108-5116

Please call me at 1-800-227-1256 if there are any questions.

Thank you!
Sue Brodtmann

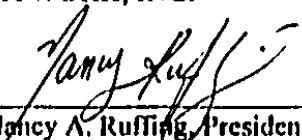
RESOLUTION

WHEREAS, the name of this corporation is presently being used by another corporation or business in the State of Florida and,

WHEREAS, the corporation cannot obtain the use of this name,

THEREFORE, BE IT RESOLVED, that this corporation shall use the assumed name, UCN, INC., for transacting business in the State of Florida.

APPROVED on August 20th, 1996, by the 100 % vote of the Directors of **UNIVERSAL COMMUNICATIONS NETWORK, INC.**



Nancy A. Ruffing, President

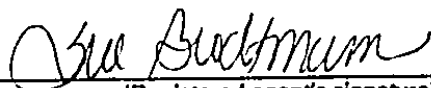
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
'TRANSACTION' BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. UNIVERSAL COMMUNICATIONS NETWORK, 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. California 3. 33-0606716
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-22-94 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 617.155, F.S.)
7. 1299 E. Artesia Blvd., Suite 240
Carson, CA 90746
(Current mailing address)
8. long distance 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:**
Name: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(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)

Sue Brodtmann, Asst. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED ADDENDUM

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

14. Nancy A. Ruffing, President
(Typed or printed name and capacity of person signing application)

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Addendum

UNIVERSAL COMMUNICATIONS NETWORK, INC.

Officers and Directors List

Officers

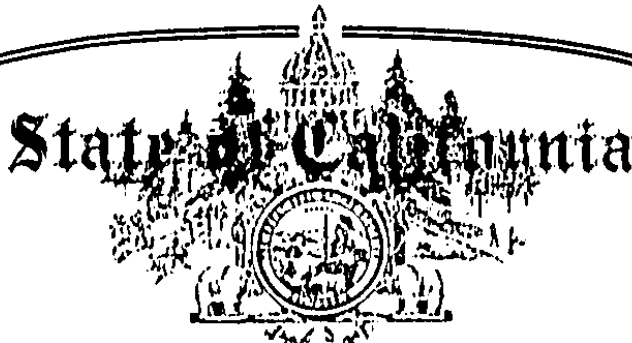
President:	Nancy A. Ruffing 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Vice President/CEO:	William Van Vliet 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Secretary/Treasurer:	Nelson H. Coleman 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746

Directors

Richard S. Henderson	889 Bendix Drive, Jackson, TN 38301
Ernest L. Ellis	222 N. Sepulveda, Suite 2000, El Segundo, CA 90245
Nancy A. Ruffing	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
William Van Vliet	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Nelson H. Coleman	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746

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SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 22nd day of February, 1994,

UNIVERSAL COMMUNICATIONS NETWORK, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

August 19, 1996



Bill Jones

Secretary of State