

F96000004802

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

w96-19482

NAME: GALICO CORP.

AUDIT NUMBER.....H96000012932

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: GALICO CORP.
REF: W96000019482

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

FAX Aud. #: H96000012932
Letter Number: 896A00042953

SEP 18 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

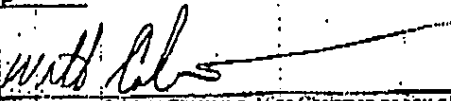
H96000012932

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William Coluccia do hereby certify
(Name)that this Resolution of the Board of Directors of GALICO CORP.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Yorkwas duly adopted on January 12, 1996Re it resolved, that GALICO CORP.
(Corporate Name)organized and existing in the State of New York, hereby adopts its nameGalico Communications Corp. for use in FloridaDated: 9/18/96
Signature of either Chairman, Vice Chairman or any officerWilliam Coluccia

Type or print name

MHS:9/1/96

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

H96000012932

FILED
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TALLAHASSEE FLORIDA
CLERK OF SUPERIOR COURT

H96000012932

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. GALICO CORP.
(Name of corporation: must include the word "INCORPORATED" or "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. New York
(State or country under the laws of which it is incorporated)
3. January 12, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. 13-3902517
(Federal Employer Identification number, if applicable)
6. Upon Filing
(Date corporation first conducted affairs in Florida. See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 419 Park Avenue South, New York, NY 10016
(Current mailing address)
8. any and all legal activity and the distribution of prepaid telephone cards
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

A. Directors:

Chairman: William Coluccio

Address: c/o GALICO CORP., 419 Park Ave. South
New York, NY 10016

Vice Chairman: _____

Address: _____

Director: William Coluccio

Address: c/o GALICO CORP., 419 Park Ave. South
New York, NY 10016

Director: _____

Address: _____

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Blumberg/Excelsior, 62 White St., NY, NY 10013
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TALLAHASSEE, FLORIDA

D. Officers:

H96000012932

President: William Coluccio
Address: c/o GALICO CORP, 419 Park Ave. South
 New York, NY 10016

Vice President: William Coluccio
Address: same as above

Secretary: William Coluccio
Address: same as above

Treasurer: William Coluccio
Address: same as above

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: BlumbergExcelsior Corporate Services, Inc.
Office Address: 4435 Old Winter Garden Road
 Orlando, Florida 32802
 Zip Code

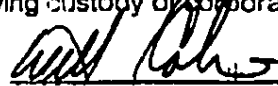
11. Registered agent's acceptance:

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:

Marc Noel, Assistant Secretary

12. 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.

13. 
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William Coluccio
 (Typed or printed name and capacity of person signing application)

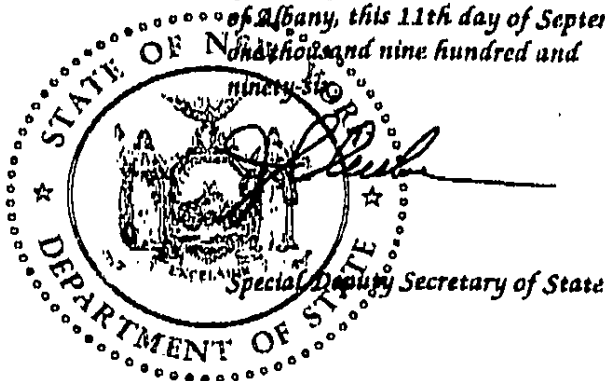
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of GALICO CORP. was filed on 01/12/1996, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of September
and nine hundred and



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA