

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-142-8086

F96000004823

CSC networks
PIONEER STATE LEGAL & FINANCIAL SERVICES, INC.

ACCOUNT NO. : 072100000032

REFERENCE : 088430 7106741

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 088430

CUSTOMER NO: 7106741

800001951979

CUSTOMER: Daniel Oshatz, Esq
Edward Sussman, Esq. C/o Kahn
60 East 42nd Street
Suite 2130
New York, NY 10165

FOREIGN FILINGS

NAME: TELECARD COMMUNICATIONS
INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

96 SEP 19 PM 2:43

96 SEP 19 PM 1:07

FILED

RECEIVED

35-19

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. TELECARD COMMUNICATIONS INTERNATIONAL, 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. DELAWARE

(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 2/20/96

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATIONS

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 229 S.W. 31st St

Fort Lauderdale, FL 33315

(Current mailing address)

8. Telecommunications 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: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: Cassandra Anthony Asst VP.

(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.

SECRET
STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: George R. McCanless
 Address: 2 University Plaza, Suite III
Hackensack, NJ 07601

Vice Chairman: David Held
 Address: 229 SW 31st St.
Fort Lauderdale, FL 33315

Director: Robert C. McCanless
 Address: 2 University Plaza, Suite III
Hackensack, NJ 07601

Director: Daniel T. Oshatz
 Address: 401 G. 86th St
New York, NY 10028

B. OFFICERS

President: David Held
 Address: 229 S.W. 31st St.
Fort Lauderdale, FL 33315

Vice President: _____
 Address: _____

Secretary: Daniel T. Oshatz
 Address: 401 G. 86th St.
New York, NY 10028

Treasurer: Robert C. McCanless
 Address: 2 University Plaza, Suite III
Hackensack, NJ 07601

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

13. Daniel T. Oshatz
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Daniel T. Oshatz / Secretary
 (Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELECARD COMMUNICATIONS INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
96 SEP 19 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2590781 8300

960269362

AUTHENTICATION:

DATE:

8107557

09-17-96