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September 23, 1996

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

Re: Certificate of Authority for Telscape USA Inc. **500001955625**
-09/24/96--01183--002
*****70.00 *****70.00

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Existence issued by the Texas Secretary of State;
and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

Please return the Certificate of Authority via overnight mail in the enclosed, preaddressed UPS envelope. Thank you for your attention to this matter.

Sincerely,


Nancy Hryszczuk
Paralegal

Enclosures
cc: Mr. Scott Crist

*9/25

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DIVISION OF CORPORATIONS
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**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. Telscape USA, 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. 76-0499077
(FBI number, if applicable)
4. April 11, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Certification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4635 Southwest Freeway, Suite 800
Houston, Texas 77027
(Current mailing address)

8. 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: C.T. 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.

Mary R. Adams

(Registered agent's signature)

Mary R. Adams, 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: E. Scott Crist

Address: 4635 Southwest Freeway, Suite 800 Houston, Texas 77027

Vice Chairman: Mark Vance

Address: -same-

Director: _____

Address: _____

Director: _____

Address: _____

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

President: E. Scott Crist

Address: 4635 Southwest Freeway, Suite 800 Houston, Texas 77027

Vice President: Mark Vance

Address: -same-

Secretary: Cynthia Trout

Address: -same-

Treasurer: Cynthia Trout

Address: -same-

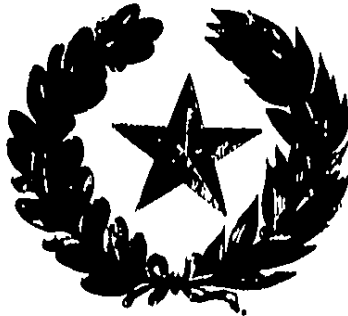
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

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

14. E. Scott Crist

(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

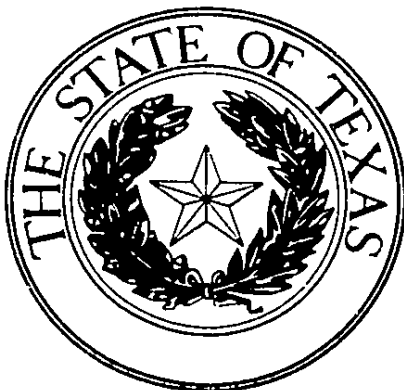
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TELSCAPE USA, INC.

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were filed in this office and a certificate of incorporation was issued on
APRIL 11, 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 September 11, 1996.*

1077.

Antonio O. Garza, Jr.
Secretary of State

PH