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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

700001986307--8
-10/25/96--01079--009
****122.50 ****122.50

SUBJECT: Meridian Telecom Corporation
(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
(Name of Person)

at (612) 225 - 9500
Area Code & Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 AM 9:05

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

October 22, 1996

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



| | |
|-------------------------|--|
| Type of Filing: | QUALIFICATION |
| Subject(s): | MERIDIAN TELECOM CORPORATION |
| Form(s) Enclosed: | APPLICATION BY FOREIGN CORPORATION TRANSMITTAL LETTER |
| Supporting Document(s): | CERTIFICATE OF GOOD STANDING |
| Check Enclosed: | CHECK #5078 FOR \$122.50 |
| Return Via: | REGULAR MAIL |
| Filing Method: | ROUTINE |

PLEASE RETURN TO ME 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

**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. Meridian Telecom Corporation
(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 3. 13-3826330
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-24-95 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. 141 South Central Avenue, Suite 300
Hartsdale, NY 10530-2319
(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)

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DIVISION OF CORPORATIONS
96 OCT 25 AM 9:00

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.

Sue Brodtman
(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.


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

14.

Stephen R. Scheerer, President

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

Addendum

Meridian Telecom Corporation

Officers and Directors List

Officers

| | |
|----------------------------------|---|
| President/Treasurer: | Stephen R. Scheerer 3379 Peachtree Street N.E., Suite 900, Atlanta, GA 30326 |
| Vice President/Secretary: | Lawrence S. Rabine 141 South Central Avenue, Suite 300, Hardsdale, NY 10530 |

Directors

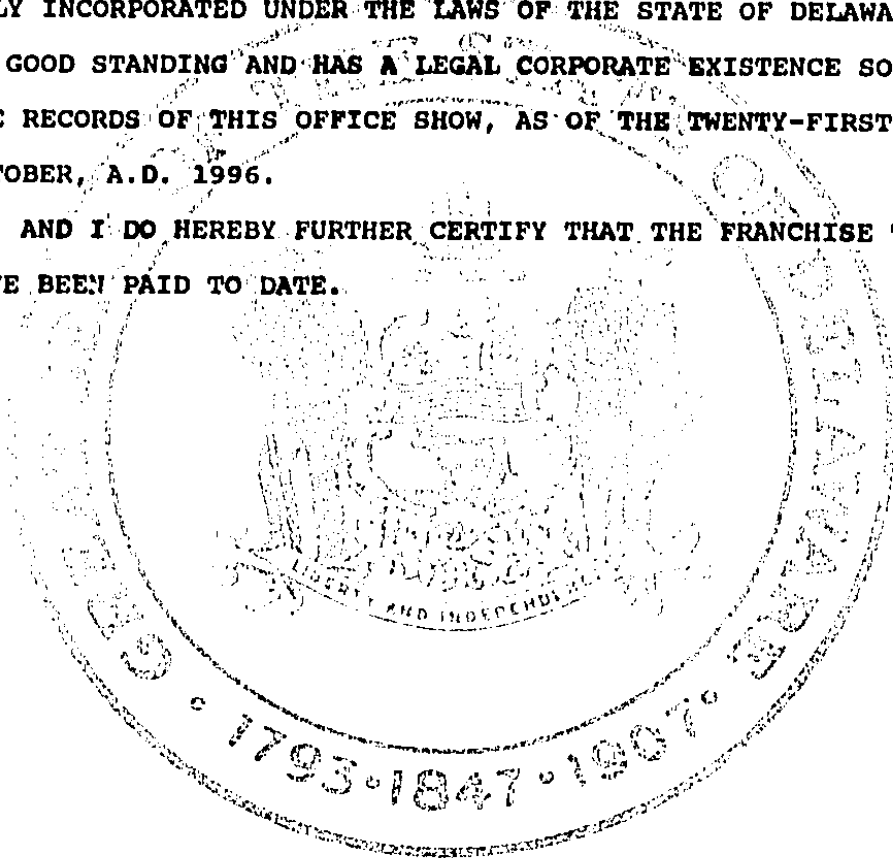
| | |
|----------------------------|---|
| Stephen R. Scheerer | 3379 Peachtree Street N.E., Suite 900, Atlanta, GA 30326 |
| Lawrence S. Rabine | 141 South Central Avenue, Suite 300, Hardsdale, NY 10530 |
| Carol A. Scheerer | 3379 Peachtree Street N.E., Suite 900, Atlanta, GA 30326 |
| Joanne Sabato | 141 South Central Avenue, Suite 300, Hardsdale, NY 10530 |

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 "MERIDIAN TELECOM CORPORATION" 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 AM 9:05



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8154145
DATE: 10-21-96