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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/22/96--01074--018
*****70.00 *****70.00

SUBJECT: FREEDOM TELECOMMUNICATIONS, 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:

ROBERT E. HAYMOND
(Name of Person)

DIGITAL NETWORK SERVICES, INC.
(Firm/Company)

400 E. CENTRE PARK BLVD. STE. 100
(Address)

DE SOTO, TX 75115-8802
(City/State/Zip)

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

ROBERT HAYMOND
(Name of Person)

at (972) 224-3088
(Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

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

MAILING ADDRESS:

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

**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. FREEDOM TELECOMMUNICATIONS, 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. NEVADA
(State or country under the law of which it is incorporated)
3. 75-2587321
(FEI number, if applicable)
4. DEC. 30, 1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NO TRANSACTIONS
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. C/O MR M.R. M'CROY 1003 ESSEX
CEDAR HILL, TX 75104
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C. T. CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND DR.

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.


(Registered agent's signature)

MICHAEL E. JONES
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: MARVIN R. McCROY

Address: 1003 ESSEX, CEDAR HILL, TX 75104

Vice Chairman: _____

Address: _____

Director: JANET McCROY

Address: 1003 ESSEX

CEDAR HILL, TX 75104

Director: _____

Address: _____

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

President: MARVIN R. McCROY

Address: 1003 ESSEX

CEDAR HILL, TX 75104

Vice President: JANET McCROY

Address: 1003 ESSEX

CEDAR HILL, TX 75104

Secretary: JANET McCROY

Address: 1003 ESSEX

CEDAR HILL, TX 75104

Treasurer: JANET McCROY

Address: 1003 ESSEX, CEDAR HILL, TX 75104

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

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

14. MARVIN R. McCROY - PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF REINSTATEMENT

I, DEAN HELLER, the duly elected Secretary of State of the State of Nevada, do hereby
certify that.....FREEDOM TELECOMMUNICATIONS, INC.....

.....
a corporation formed under the laws of the State of.....NEVADA.....having paid
all filing fees, licenses, penalties and costs, in accordance with the provisions of Title 7 of the Nevada
Revised Statutes, as amended, for the years and in the amounts as follows:

1995-96 LIST OF OFFICERS PLUS PENALTY
REINSTATEMENT

\$100.00
\$50.00

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and otherwise complied with the provisions of said section, the said corporation has been reinstated,
and that by virtue of such reinstatement it is authorized to transact its business in the same manner as if
the aforesaid filing fees, licenses, penalties and costs had been paid when due.



IN WITNESS WHEREOF, I have hereunto set my hand and

affixed the Great Seal of State, at my office in Carson

City, Nevada, this 9TH day of

OCTOBER, A.D., 19 96

Dean Heller
Secretary of State
By *Paul Ashington*
Deputy