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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/22/96--01074--019
*****70.00 *****70.00

SUBJECT: INTERSTATE OPERATIONS, 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)

DESOIT, TX 75115-8802
(City/State/Zip)

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96 NOV 22 PM 3:38

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

ROBERT HAYMOND
(Name of Person)

at (972) 224-3000
(Area Code & Daytime Telephone Number)

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. INTERSTATE OPERATORS, 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. 75-2586078
(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 817.135, F.S.))
7. 103 ASHBURNE GLEN LN.
DALLAS, TX 75154
(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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96 NOV 22 PM 3:33

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: ERIC D. BROWN
Address: 103 ASHBURNE GLEN LN. OVIKLA, TX 75154
Vice Chairman: _____
Address: _____

Director: MARGARET S. BROWN
Address: 103 ASHBURNE GLEN LN
OVIKLA, TX 75154

Director: MATTHEW BROWN
Address: 103 ASHBURNE GLEN LN
OVIKLA, TX 75154

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

President: ERIC D. BROWN
Address: 400 E. CENTRE PARK BLVD. STE. 100
DESOTO, TX 75115

Vice President: _____
Address: _____

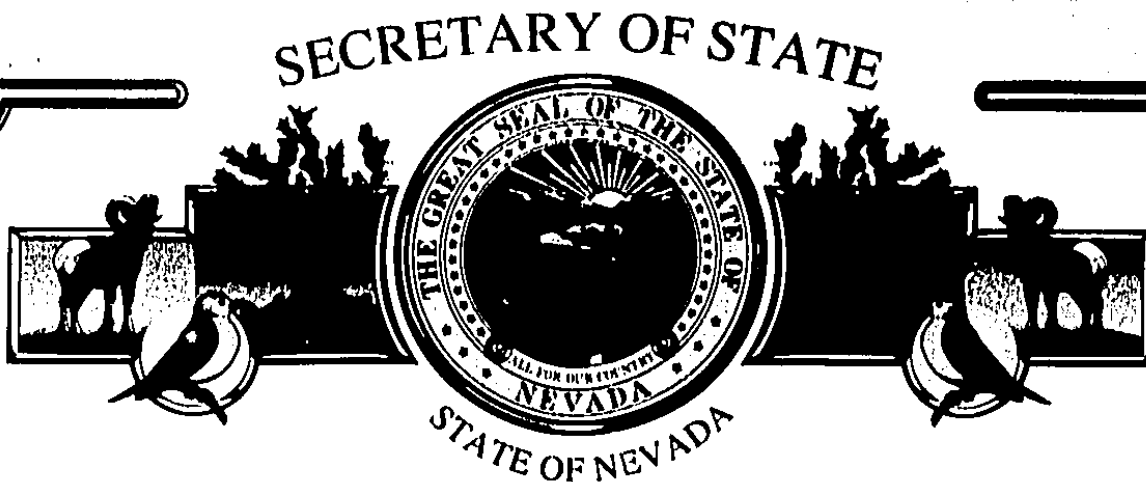
Secretary: MARGARET S. BROWN
Address: 400 E. CENTRE PARK STE 100
DESOTO, TX 75115

Treasurer: MARGARET S. BROWN
Address: 400 E. CENTRE PARK STE. 100 DESOTO, TX 75115

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. ERIC D. BROWN - PRESIDENT
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **INTERSTATE OPERATORS, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 30, 1994 and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on September 26, 1996.

Dean Heller
Secretary of State
By *Lisa Ingo*
Certification Clerk

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