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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/22/96--01074--007
*****70.00 *****70.00

SUBJECT: ITB OPERATORS, 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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. J.B. 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. 75-2594223
(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. 1399 AUSTIN ST.
ABILENE, TX 79601
(Current mailing address)

8. LONG DISTANCE TELECOMMUNICATION SERVICE
(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

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 AM 9:28
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TALLAHASSEE FLORIDA

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: JIM BARR

Address: 1399 AUSTIN ST. ABILENE, TX 79601

Vice Chairman: _____

Address: _____

Director: PAM BARR

Address: 1399 AUSTIN ST.

ABILENE, TX 79601

Director: _____

Address: _____

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

President: JIM BARR

Address: 1399 AUSTIN ST.

ABILENE, TX 79601

Vice President: _____

Address: _____

Secretary: PAM BARR

Address: 1399 AUSTIN ST.

ABILENE, TX 79601

Treasurer: PAM BARR

Address: 1399 AUSTIN ST, ABILENE, TX 79601

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

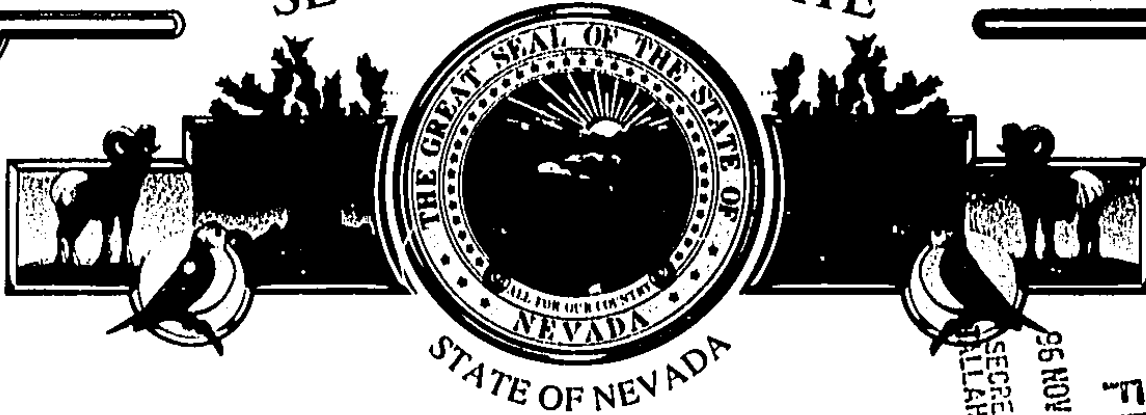
13. Jim Barr

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

14. JIM BARR - PRESIDENT

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
CARLHARSEN, FLORIDA

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, **J B 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

Rosa Hoff

Certification Clerk