

**Jay Koenigsberg**

ATTORNEY AT LAW  
1101 BRICKELL AVENUE  
SUITE 704  
MIAMI, FLORIDA 33131

TELEPHONE: (305) 569-0600  
FACSIMILE: (305) 373-3233  
INTERNET: 70470.044  
@COMPUERVE.COM

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96DEC-4 PM 4:16

FILED

2114

**F960000006350**

**VIA UPS OVERNIGHT DELIVERY**

200902017812--3  
-12/03/96--01078--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Authorization to Transact business in Florida for USA Telecard, Inc., a Maryland corporation

Ladies and Gentlemen:

I have transmitted herewith the following documents with respect to the captioned:

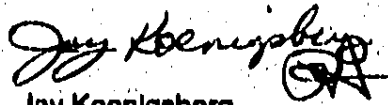
1. Original Application by USA Telecard, Inc. a Maryland corporation for Authorization to Transact Business in Florida;
2. An original certificate of good standing of USA Telecard from the Secretary of State of Maryland dated November 26, 1996;
3. An original resolution from the Board of Directors authorizing USA Telecard to transact business in Florida under the name TELECARD AMERICA, INC.
4. A check from USA Telecard made payable to the Florida Department of State in the amount of \$78.75 to pay the \$35.00 filing fee, \$35.00 registered agent fee and \$8.75 for a certificate of Status.

As you will see USA Telecard, Inc. is not available in Florida as there is already a USA Telecards, Inc. registered. Therefore, the corporation has elected to transact business in Florida under the name Telecard America, since that name appears to be available.

Florida Department of State  
Page Two  
November 27, 1996

Please return a certificate of status to this office in the UPS Next Day Air Envelope which is also enclosed. Of course, if you have any questions please do not hesitate to call.

Sincerely,

  
Jay Koenigsberg

JK:ra

Enclosures

cc USA Telecard, Inc.  
Howard Goldstein

**CORPORATE RESOLUTION OF THE SPECIAL MEETING OF DIRECTORS OF USA  
TELECARD, INC.**

All of the directors of USA TELECARD, INC., having consented to the time and place of the special meeting of the directors, the meeting was held on November 25, 1996, at 8:00 p.m. at 1777 Reisterstown Road, Baltimore, Maryland 21208.

**ITEM I**

The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all of the directors, was read aloud by the chairman and was ordered to be made part of the minutes of the meeting.

**ITEM II**

The chairman stated that meeting was to take up the issue of filing to do business in Florida under the name "TELECARD AMERICA, INC." because the name "USA TELECARD, INC." was not available.

**RESOLVED**, that the corporation would file under the name TELECARD AMERICA, INC. in Florida.

No further business having been brought to the meeting, the chairman then called for adjournment, seconded and carried.

DATED: 11/25/96

  
CHAIRMAN

  
SECRETARY

96 DEC -4 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**APPLICATION BY USA TELECARD, INC.  
A MARYLAND CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER USA TELECARD, INC., A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of corporation: USA TELECARD, INC.
2. State under the law of which it is incorporated: MARYLAND
3. Date of incorporation: March 25, 1991
4. Duration: Perpetual
5. Federal Employer Identification Number: 52-1923026
6. Date first transacted business in Florida: Expect to commence upon qualification
7. Current mailing address: 1777 Reisterston Road, Suite 265, Baltimore, Maryland 21208
8. Corporate purpose and nature of business in which it is engaged in Florida: Telecommunication Services.
9. Names and addresses of officers and or directors:

**a. Directors:**

Director: David Rubinstein  
Address: 24 Preakness Court  
Owings Mills, Maryland 21117

Director: Jonathan S. Resnick  
Address: 8103 Stevenson Road  
Baltimore, Maryland 21208

Director: George Mouriz  
Mouriz/Salazar & Associates  
7855 S.W. 104th Street, Suite 302  
Miami, Florida 33156

**Officers:**

President: David Rubinstein  
Address: 24 Preakness Court  
Owings Mills, Maryland 21117

Vice Pres: Jonathan S. Resnick  
Address: 8103 Stevenson Road  
Baltimore, Maryland 21208

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -4 PM 4:16

FILED

Secretary: Jonathan S. Resnick  
Address: 8103 Stevenson Road  
Baltimore, Maryland 21208

**10. Name and street address of Florida Registered Agent:**

Name: Jay Koenigsberg  
Address: 1101 Brickell Avenue, Suite 704  
Miami, Florida 33131

**11. 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: \_\_\_\_\_

12. 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.

13. \_\_\_\_\_ as attorney for Jonathan Resnick  
(Signature)

14. Jonathan S. Resnick, Secretary  
(Name and capacity of person signing application)

# STATE OF MARYLAND

490880

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT USA TELECARD, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED  
96 DEC - 4 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 26TH DAY OF NOVEMBER, 1996.

*Jacqueline C. James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I