

INTELNETSM
INTERNATIONAL

F96000001177

January 7, 1998

Florida Department of State
Amendment Section
Division of Corporations, Attn: Louise
Post Office Box 6327
Tallahassee, FL 32314

300002408333--531
-01/22/98--01025--023
*****210.00 *****35.00

Dear Louise:

Pursuant to your instructions, I have enclosed the following documents for **Intelnet International Corp.**

Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and a \$35.00 filing fee.

One Original Amended and Restated Certificate of Incorporation, (please note name change under first item.)

Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and a \$35.00 filing fee for each of the following corporations:

- Associated Business Telephone Systems Corp.**, a New Jersey Corporation
- A.B.T.S. International Corp.**, a New Jersey Corporation
- Intelemedia N.A., Inc.**, a Delaware Corporation
- Intelecable N.A., Inc.**, a Delaware Corporation
- Intelepower N.A., Inc.**, a Delaware Corporation

Enclosed please find a check in the amount of \$210.00 to cover the filing fees.

Please return a date stamped copy of this letter for our records. A self-addressed stamped envelope is supplied for this purpose. Thank you for your assistance in this matter.

Sincerely,

Beatrice M. Hagy

Beatrice M. Hagy
Special Services

CORAPWITH

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corporat\intint\flsdoc.doc

Withdrawal
MS
1-16-98

FILED
98 JAN 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Intelemedia N.A., Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

98 JAN 15 AM 11:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

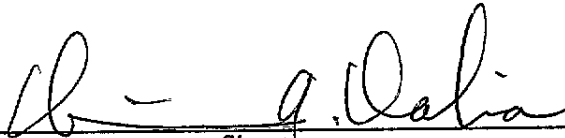
432 Kelley Drive

(Mailing Address)

West Berlin, NJ 08091

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature Title
President

Dominic A. Dalia

Typed or printed name Date
1-7-98