

F97000005681

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400002331654--6
-10/28/97--01063--005
*****70.00 *****70.00

SUBJECT: TOTALTEL. 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:

Lynn Burlingame

(Name of Person)

Lance Steinhart, Attorney at Law

(Firm/Company)

6455 East Johns Crossing, Suite 285

(Address)

Duluth, Georgia 30097

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 28 AM 8:54

FILED

10/29

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

Lynn Burlingame

(Name of Person)

at

(770)

232-9200

(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. TOTALTEL 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. New Jersey

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 9, 1960

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 150 Clove Road, 8th Floor

Little Falls, New Jersey 07424

(Current mailing address)

8. Telecommunications 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: Richard A. Murdoch

Office Address: 980 N. Federal Highway, Suite 410

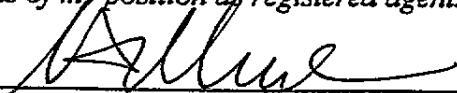
Boca Raton

, Florida, 33432

(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)

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.

FILED
97 OCT 28 AM 8:54
SECRETARY OF STATE
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)

** Please see attachment.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
91 OCT 28 AM 8:54
SECRETARY OF STATE
WASHINGTON, D.C.

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

** Please see attachment.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Thomas P. Gunning SECRETARY
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. THOMAS P. GUNNING SECRETARY
(Typed or printed name and capacity of person signing application)

**TOTALTEL INC.
OFFICERS AND DIRECTORS**

Officers

Warren H. Feldman, Esq.	Chief Executive Officer
Thomas P. Gunning	Chief Financial Officer, Secretary and Treasurer
David Hess	President

Directors

Warren H. Feldman, Esq.
Solomon Feldman
Leon Genet
Jay Miller

FILED
97 OCT 28 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All above-named Officers and Directors of TOTALTEL INC. can be reached at
150 Clove Road, 8th Floor, Little Falls, New Jersey 07424, (201) 812-1100.

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

TOTALTEL INC.
With the Previous or Alternate Name
TOTAL-TEL USA

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on March 9, 1960.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Thomas P Gunning
150 Clove Rd
8th Flr
Little Falls, NJ 07424

Continued on next page . . .

97 OCT 28 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

TOTALTEL INC.
With the Previous or Alternate Name
TOTAL-TEL USA



IN TESTIMONY WHEREOF I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of October, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

97 OCT 28 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA