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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: A C S TEL COM 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:

Rebecca Scribner
(Name of Person)
Telecard Regulatory Services
(Firm/Company)
11655 SW Allen Blvd., #23
(Address)
Beaverton, OR 97005
(City, State and Zip Code)

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

Rebecca Scribner at (503) 641 - 5169
(Name of Person) Area Code & Daytime Telephone Number

mtu

11/25

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
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. A C S T E L C O M I N C.

(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 York

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

3. 113354860

(FEI number, if applicable)

4. December 16, 1996

(Date of Incorporation)

5. Perpetual

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

6. When Certificated

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

7. 100 Merrick Road, Suite 116W

Rockville Centre, NY 11570

(Current mailing address)

8. To provide Telecommunication Services throughout the entire state of Florida

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301

(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.



Tina Leland

(Registered agent's signature) Asst. Sec. for NRAI Services, Inc.

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.

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: Chander Khurarn

Address: 100 Merrick Road, Suite 116W, Rockville Centre, NY 11570

Vice Chairman: Sanjay Khurana

Address: 100 Merrick Road, Suite 116W, Rockville Centre, NY 11570

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Chander Khurana

Address: 100 Merrick Road, Suite 116W
Rockville Centre, NY 11570

Vice President: Sanjay Khurana

Address: 100 Merrick Road, Suite 116W
Rockville Centre, NY 11570

Secretary: Sanjay Khurana

Address: Same as above

~~Treasurer:~~ Jerry W. Hendricks

Address: 11655 SW Allen Blvd., #23, Beaverton, OR 97005

Asst. Vice
President

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. Jerry W. Hendricks, Assistant Vice President

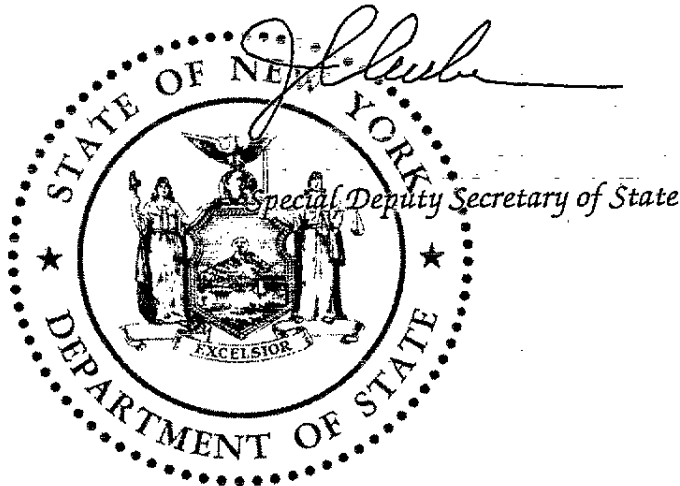
(Typed or printed name and capacity of person signing application)

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State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of A C S TEL COM INC. was filed on 12/16/1996, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of October
one thousand nine hundred and
ninety-seven.*



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