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ACCOUNT NO. : 072100000032

REFERENCE : 625618 124772A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 8, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 625618-020

CUSTOMER NO: 124772A

CUSTOMER: Mr. Barry S. Milberg  
Mr. Marc Schreck  
352 7th Avenue; Suite 1040  
New York, NY 10001

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: PUBLIC INTEREST NETWORK  
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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DIVISION OF CORPORATIONS

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12/11

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. PUBLIC INTEREST NETWORK SERVICES, 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 YORK 3. 13-3788582  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 25, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 50 West 17th Street  
New York, New York 10011  
(Current mailing address)

8. telecommunication 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: Corporation Service Company

Office Address: 1201 Hays Street

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.*

By:   
(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.

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: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

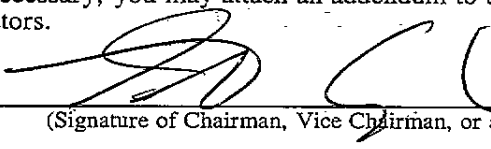
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

14. Steve Gelmis, President  
(Typed or printed name and capacity of person signing application)

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NAME	TITLE	ADDRESS
Steve Gelmis	President / Director	50 West 17th Street, 9th Fl. New York, New York 10011
Martha Zybko	Secretary/Director	50 West 17th Street, 9th Fl. New York, New York 10011

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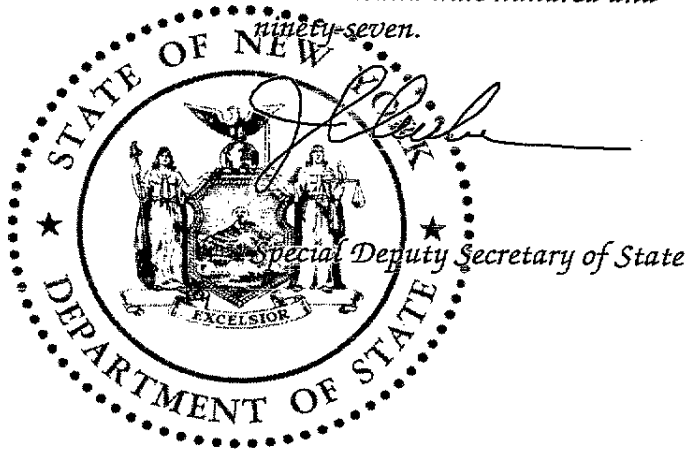
**State of New York**  
**Department of State** } **ss:**

I hereby certify, that the certificate of incorporation of PUBLIC INTEREST NETWORK SERVICES, INC. was filed on 08/25/1994, 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.

The Corporation Biennial Statement is past due.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 09th day of December  
one thousand nine hundred and  
ninety-seven.



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