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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: SmartStop, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

7000002389817--7
-01/05/98-01092-004
***131.00 ***131.00

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)

FILED
98 JAN -5 AM 10:21
SECRETARY U. S. DEPT. OF TREASURY
TALLAHASSEE, FLORIDA

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

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

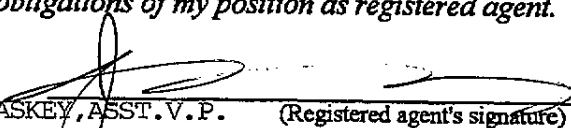
MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. SmartStop, 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. Oregon
(State or country under the law of which it is incorporated)
3. 911839911
(FEI number, if applicable)
4. April 9, 1997
(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. 5440 SW Westgate Drive, Suite 217
Portland, OR 97221
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.


JACK CASKEY, ASST. V.P. (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: Larry A Bauman

Address: 5440 SW Westgate Road, Suite 217, Portland, OR 97221

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Larry A. Bauman

Address: 5440 SW Westgate Road, Suite 217

Portland, OR 97221

Asst. Secty ~~Vice President~~: Victor Stibolt

Address: 5440 SW Westgate Road, Suite 217

Portland, OR 97221


Secretary: Mark Griffin

Address: 5202 4th Street, Lubbock, TX 79416

Treasurer: Mark Gram

Address: 5440 SW Westgate Road, Suite 217, Portland, OR 97221

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. Larry A. Bauman, President
(Typed or printed name and capacity of person signing application)

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

SMARTSTOP, INC.

was
incorporated
under the Oregon
Business Corporation Act
on
April 9, 1997

and is active on the records of the Corporation Division as
of the date of this certificate.

FILED
98 JAN -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By

Marilyn R. Smith

December 19, 1997