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January 21, 1998

Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/25/98--01036--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

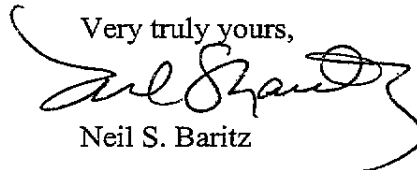
Re: Application for Foreign Corporation for Authorization to Transact Business

Dear Sir or Madam:

Attached hereto for filing is a completed Application for Foreign Corporation for Authorization to Transact Business in Florida, together with a check made payable to the Florida Department of State in the amount of \$70. If you require any additional information, please do not hesitate to contact me.

Thank you for your cooperation in this matter.

Very truly yours,



Neil S. Baritz

Attachments

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 26 PM 2:40  
\*1/27

**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. CLEC HOLDING CORP.

(Name of Corporation)

2. New Jersey

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

3. 22 3527935

(FEI number, if applicable)

4. October 22, 1991

(Date of incorporation)

5. perpetual

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

6. January 1, 1998

(Date first transacted business in Florida)

7. 3427 NW 55th Street, Ft. Lauderdale, Florida 33309

(Current Mailing Address)

8. Any lawful purpose

(Purpose of Corporation authorized in home state or county to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Neil S. Baritz, Esq.

Office Address: 1515 North Federal Highway, Suite 300

Boca Raton, Florida 33432

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.

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DIVISION OF CORPORATIONS

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12. Names and addresses of officers and/or directors: (Street addresses ONLY - P.O. Box Not acceptable).

A. DIRECTORS

Chairman: Kenneth Baritz

Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

Director: Wesly Minella

Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

Director: Paul Riis

Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

B. OFFICERS

CEO: Kenneth Baritz

Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

President: Kevin Griffo

Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

Secretary: Wesly Minella

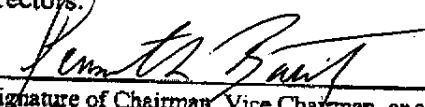
Address: c/o CLEC Holding Corp., 3427 NW 55th Street, Ft. Lauderdale, FL 33309

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. Kenneth G. Baritz, Chief Executive Officer

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

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

C L E C HOLDING CORP.  
With the Previous or Alternate Name  
PRS SUB II INC.

*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 October 22, 1991.*

*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:*

John B.M. Frohling  
425 Eagle Rock Ave  
Roseland, NJ 07068

*Continued on next page . . .*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

C L E C HOLDING CORP.

With the Previous or Alternate Name  
PRS SUB II INC.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
11th day of December, 1997

*Lonna R. Hooks*

LONNA R HOOKS  
Secretary of State

98 JAN 26 PM 2:40

DIVISION OF CORPORATIONS