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REFERENCE : 700290 4307980

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1998

ORDER TIME : 9:33 AM

ORDER NO. : 700290-005

CUSTOMER NO: 4307980

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CUSTOMER: Dale Proctor-hammond, L.a.
Wilmer, Cutler & Pickering
2445 M Street, N.w.

Washington, DC 20037

FOREIGN FILINGS

NAME: TELAMCO MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 AM 10:58

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98 FEB 11 AM 10:47
DIVISION OF CORPORATION

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. TELAMCO MANAGEMENT, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. _____
(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. 104 Crandon Blvd., Suite 324
Key Biscayne, FL 33149
(Current mailing address)
8. Providing management services to Latin American telecommunications companies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and engaging in any other lawful activity
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.

Corporation Service Company

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: Richard Robertson

Address: 104 Crandon Blvd., Suite 324

Key Biscayne, FL 33149

Vice Chairman: _____

Address: _____

Director: Rodolfo Beeck-Ulloa

Address: 104 Crandon Blvd., Suite 324

Key Biscayne, FL 33149

Director: Alberto Beeck-Ulloa

Address: 77 Rockwood Lane

Greenwich, CT 06830

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

President: Richard Robertson

Address: 104 Crandon Blvd., Suite 324

Key Biscayne, FL 33149

Vice President: Alberto Beeck-Ulloa

Address: 77 Rockwood Lane

Greenwich, CT 06830

Secretary: Rodolfo Beeck-Ulloa

Address: 104 Crandon Blvd., Suite 324

Key Biscayne, FL 33149

Treasurer: Rodolfo Beeck-Ulloa

Address: 104 Crandon Blvd., Suite 324

Key Biscayne, FL 33149

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.)

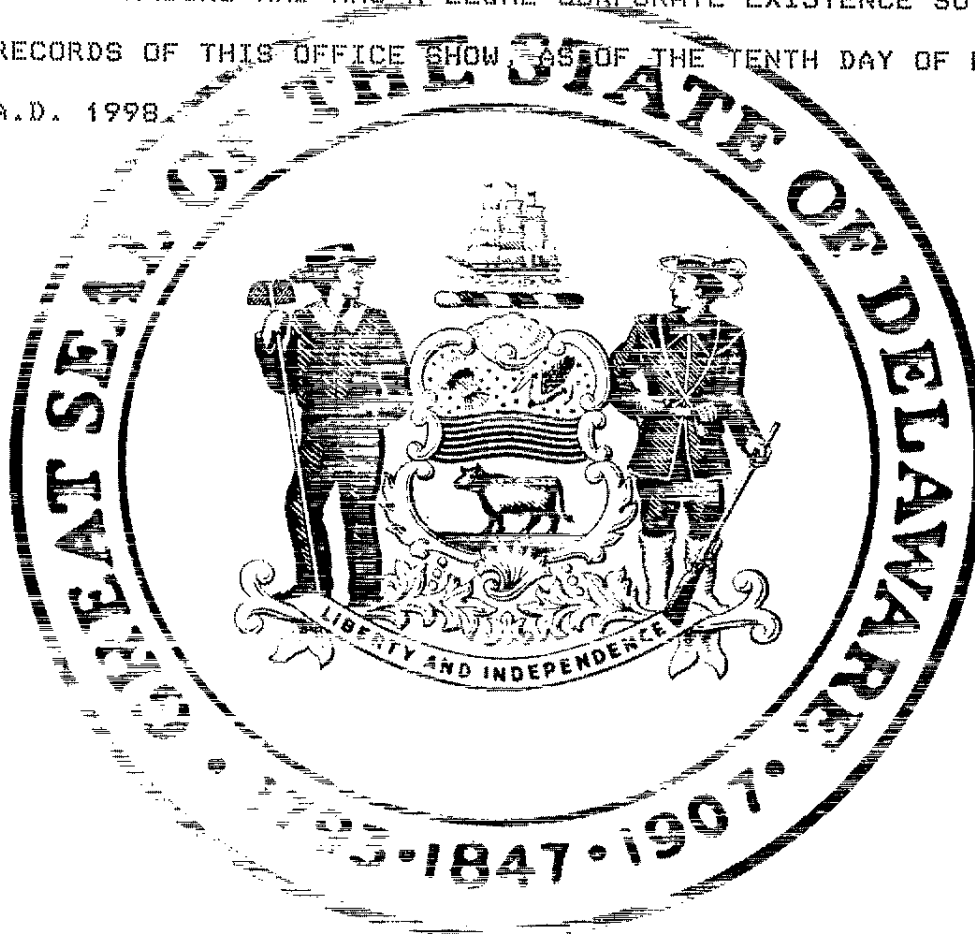
14. Rodolfo Beeck-Ulloa, Secretary

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

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELAMCO MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TENTH DAY OF FEBRUARY, A.D. 1998.



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8913612

02-10-98