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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Cortex Telecom USA, Inc

300002477213--6

04/02/98-01085-008

****122.50 ****122.50

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

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DIVISION OF CORPORATION

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Ordered By: _____

Date: _____

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. CORTEX TELECOM USA, 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. 13-399 0141
(FEI number, if applicable)
4. JANUARY 1, 1998
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. WILL TRANSACT BUSINESS IN FLORIDA, UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o PAVIA & HARCOURT, ATTN: STEPHEN D. KRAMER, ESO.
600 MADISON AVENUE - 12TH FLOOR, NEW YORK, NEW YORK
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY.
(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 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.

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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NOT

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: LEON COHEN -LEVY

Address: 135 WEST 52ND STREET

NEW YORK, NEW YORK 10019

Vice Chairman: VACANT

Address: _____

Director: KIVA LADER

Address: 135 WEST 52ND STREET

NEW YORK, NEW YORK 10019

Director: ABIBAIL CARROLL

Address: 135 WEST 52ND STREET

NEW YORK, NEW YORK 10019

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

President: & CHIEF EXECUTIVE OFFICER- SERGIO CAPLAN

Address: 135 WEST 52ND STREET

NEW YORK, NEW YORK 10019

Vice President: VACANT

Address: _____

Secretary: STEPHEN D. KRAMER

Address: 600 MADISON AVENUE, 12TH FL.

NEW YORK, NEW YORK 10019

Treasurer: LEA BENAROCHE

Address: 135 WEST 52ND STREET

NEW YORK, NEW YORK 10019

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. _____

SERGIO CAPLAN, PRESIDENT/CEO
(Typed or printed name and capacity of person signing application)

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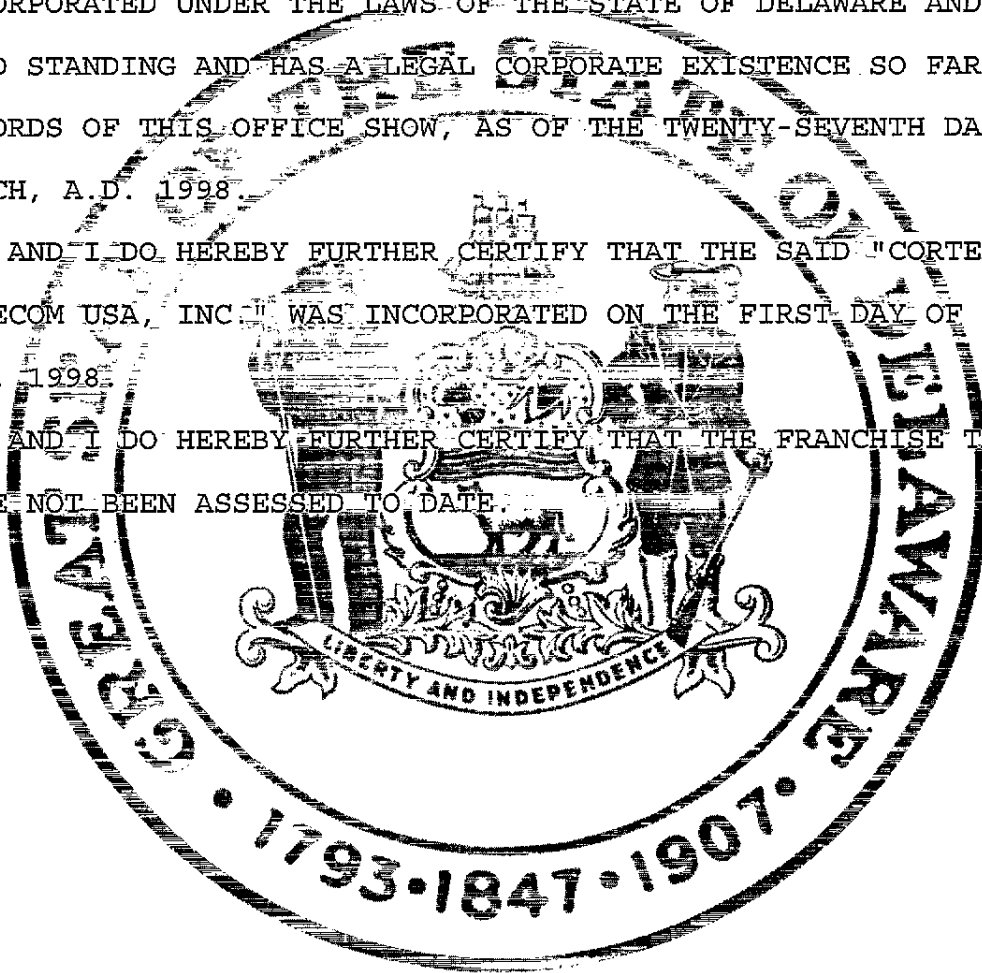
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORTEX TELECOM USA, 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 TWENTY-SEVENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CORTEX TELECOM USA, INC." WAS INCORPORATED ON THE FIRST DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8997755

DATE:

03-27-98