

F98000003137

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002540573--6
-05/29/98-01040-004
****131.25 ****131.25

SUBJECT: RSL COMMUNICATIONS, LATIN AMERICA, LTD.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

DOLORES ARCE

(Name of Person)

RSL COMMUNICATIONS, LATIN AMERICA

(Firm/Company)

6300 NW 5th Ways, Ste 100

(Address)

Ft. Lauderdale, Fl 33309

(City/State/Zip)

FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-12330

Should you need to call someone concerning this matter, please call:

Dolores Arce

(Name of Person)

at (954) 491-9500

(Area Code & Daytime Telephone Number)

6/3/98

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1998

DOLORES ARCE
RLS COMMUNICATIONS, LATIN AMERICA, LTD.
6300 NW 5TH WAYS, SUITE 100
FT. LAUDERDALE, FL 33309

SUBJECT: RSL COMMUNICATIONS, LATIN AMERICA, LTD.
Ref. Number: W98000012330

FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RSL COMMUNICATIONS, LATIN AMERICA, LTD. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 098A00030354



RSL COM
RSL COM U.S.A., INC.

June 2, 1998
Via FedEx

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ref. Number: W98000012330

Dear Ms. Lunt:

Thank you for your prompt response to our request for authorization to transact business in Florida. In response to your letter, we have made the necessary corrections and are hereby resubmitting for filing.

As an effort to expedite this transaction, we have enclosed a pre-paid, self-address FedEx envelope for your ease of use and convenience. Please do not hesitate to call me at ext. 242 should you have any comments and/or questions concerning this matter.

Thank you for your kind cooperation to this request.

Sincerely,
RSL Communications, Latin America, Ltd. Corporation

Dolores Arce
Executive Assistant

Enc.

cc: R. Garcia, Pres.
A. Fisher, Esq.

**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. RSL COMMUNICATIONS, LATIN AMERICA, LTD. CORPORATION
(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. BERMUDA
(State or country under the law of which it is incorporated)
3. 52-2099286
(FEI number, if applicable)
4. MAY 7, 1997
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT APPLICABLE
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6300 NW 5TH way, STE 100
Ft. Lauderdale, Florida 33309
(Current mailing address)
8. Telecommunications
(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)

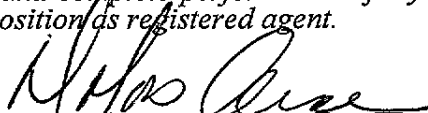
Name: Dolores Arce
c/o RSL COMMUNICATIONS, LATIN AMERICA, LTD. CORPORATION

Office Address: 6300 NW 5th WAY, STE 100

Ft. Lauderdale, , Florida , 33309
(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.


(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.

FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Itzhak Fisher

Address: 767 Fifth Avenue, Suite 4300
New York, NY 10153

Vice Chairman: Cristina Pieretti

Address: 767 Fifth Avenue, Suite 4300
New York, NY 10153

Director: Jacob Z. Scuster

Address: 767 Fifth Avenue, Suite 4300
New York, NY 10153

Director: Nesim Bildirici

Address: 767 Fifth Avenue, Suite 4300
New York, NY 10153

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

President: Rodolfo Garcia

Address: 1801 Robert Fulton Drive, 4th Floor
Reston, VA 20191

Vice President: _____

Address: _____

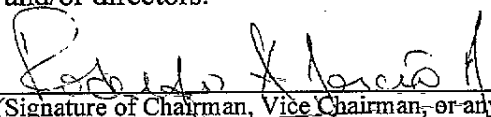
Secretary: Rodolfo Garcia

Address: 1801 Robert Fulton Drive, 4th Floor
Reston, VA 20191

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. Rodolfo Garcia, President
(Typed or printed name and capacity of person signing application)

98 JUN -3 PM 1:33
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RSL COMMUNICATIONS, LATIN AMERICA, LTD. CORPORATION
LIST OF ADDITIONAL DIRECTORS

Sharon Burstin
c/o RSL Communications, N. America, Inc.
767 Fifth Avenue, Suite 4300
New York, NY 10153

Luis Avila
c/o RSL Communications, N. America, Inc.
767 Fifth Avenue, Suite 4300
New York, NY 10153

Steven Bendel
c/o RSL Communications, N. America, Inc.
767 Fifth Avenue, Suite 4300
New York, NY 10153

FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED
98 JUN -3 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

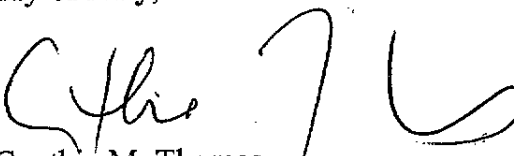
BERMUDA
MINISTRY OF FINANCE
CERTIFICATE OF COMPLIANCE

I, Cynthia M. Thomas, Assistant Registrar of Companies of the Islands of Bermuda, do hereby certify that

RSL Communications, Latin America, Ltd.

is a Company duly incorporated under the laws of Bermuda and is, at the date of this Certificate, authorised to exercise the powers vested in that Company.

Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this 21st
day of May, 1998.


Cynthia M. Thomas
Assistant Registrar of Companies

