

TRANSMITTAL LETTER

F980000003189

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TOPCALL CORPORATION

(Name of corporation - must include suffix)

600002548426--6

-06/05/98--01025--004

*****70.00 *****70.00

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:

DR. ROBERT KÜHNÉ

(Name of Person)

TOPCALL CORPORATION

(Firm/Company)

676 EAST SWENES FORD, #110

(Address)

WAYNE, PA 19087-1612

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -5 PM 1:14

FILED

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

R. KÜHNÉ

(Name of Person)

at

610-688-2600

(Area Code & Daytime Telephone Number)

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

2/6/5/98

**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. TOP CALL 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. PENNSYLVANIA

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

3. 23-264 9139

(FEI number, if applicable)

4. 5/17/91

(Date of Incorporation)

5. PERPETUAL

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

6. MAY 18, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 676 EAST SWEDES FORD, Suite 110

WAYNE, PA 19087-1612

(Current mailing address)

8. SALES & SUPPORT OF TELECOMMUNICATIONS HARDWARE & SOFTWARE Product
(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: MR. BEN GALL

Office Address: TOPCALL Corporation, 555 N.E. 34th Street, Suite 2305

MIAMI

Florida, 33137
(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.

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98 JUN 25 PM 1:14
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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: BEN GALL

Address: 476 WEADLEY ROAD, WAYNE, PA 19087

Vice President: MARTIN HANNAH

Address: VIENNA, AUSTRIA

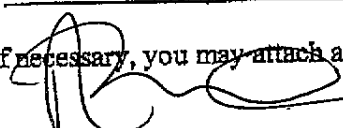
CHIEF OPERATING OFFICER'S
Secretary: ROBERT KÜHNÉ

Address: 5 HARFORD LANE, RADNOR, PA 19087

Treasurer: CHRISTIAN GROHR

Address: VIENNA, AUSTRIA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. KÜHNÉ, CHIEF OPERATING OFFICER
(Typed or printed name and capacity of person signing application)

FILED
98 JUN 15 PM 1:14
SECRETARY OF STATE
ATLANTA, GEORGIA



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 29, 1998

FILED
98 JUN -5 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TOPCALL CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

DPOS