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June 18, 1998

VIA OVERNIGHT DELIVERY

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

000002569460--5
-06/23/98--01058--002
*****70.00 *****70.00

Re: Certificate of Authority for Eagle Telecom, Inc.


Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Nevada Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above in the preaddressed, prepaid envelope I have provided. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,


Lynn Burlingame
Paralegal

98 JUN 23 PM 3:19
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALG/23/98

Enclosures
cc: Frank A. Squilla

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Eagle Telecom, Inc.
(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:

Lynn Burlingame

(Name of Person)

Lance Steinhart, Attorney at Law

(Firm/Company)

6455 East Johns Crossing, Suite 285

(Address)

Duluth, Georgia 30097

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Lynn Burlingame

(Name of Person)

at (770) 232-9200

(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


**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. Eagle Telecom, 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. Nevada
(State or country under the law of which it is incorporated)
3. 88-0394946
(FEI number, if applicable)
4. May 5, 1998
(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. 614 South 8th Street, Suite 335
Philadelphia, Pennsylvania 19147
(Current mailing address)
8. Telecommunications Services
(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: Richard A. Murdoch
Office Address: 980 N. Federal Highway, Suite 410
Boca Raton, Florida, 33432
(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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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~~ Ronald B. McKay

Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

~~Vice Chairman~~ Ron Jaworski

Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

Director: Frank A. Squilla

Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

Director:

Address:

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

President: Ronald B. McKay

Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

Vice President: Frank A. Squilla

Secretary
Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

~~CEO~~
~~Secretary~~ Ron Jaworski


Address: 614 South 8th Street, Suite 335, Philadelphia, PA 19147

Treasurer:

Address:

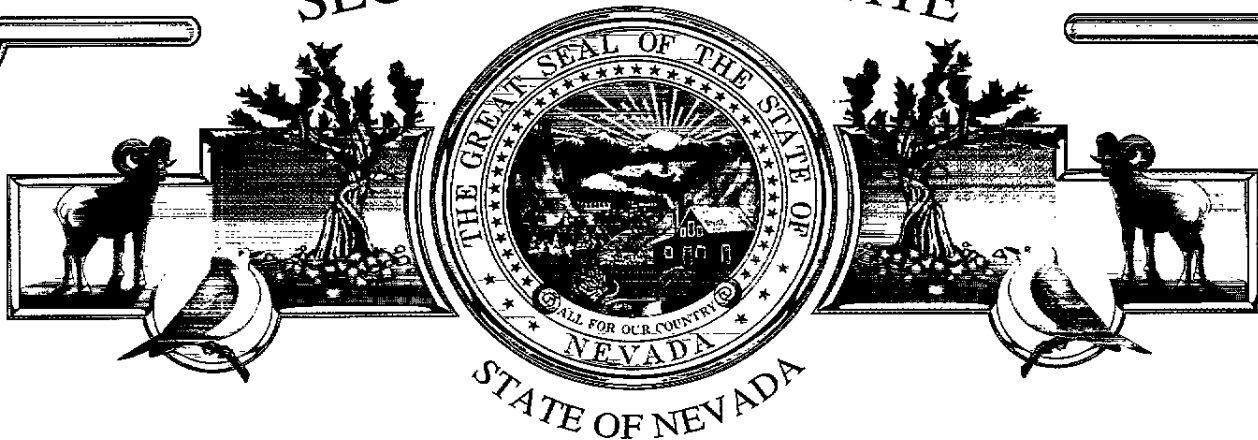
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PHILADELPHIA, PENNSYLVANIA

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. FRANK A. Squilla, Secty, VP
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **EAGLE TELECOM, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 5, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 2, 1998.



By

Secretary of State

Certification Clerk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED