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REFERENCE : 875326 4312639

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 875326-030

CUSTOMER NO: 4312639

CUSTOMER: Lynn Buckley, Legal Assistant  
Skadden Arps Slate Meagher &  
One Rodney Square  
Po Box 636  
Wilmington, DE 19899

100002577531--2

FOREIGN FILINGS

NAME: NEW MILLENNIUM CONQUEST  
SERVICE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

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98 JUL -1 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/1/98

RECEIVED  
98 JUL -1 AM 11:22  
DIVISION OF CORPORATION

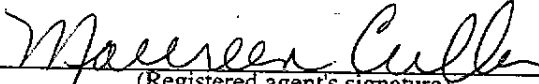
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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. New Millennium ConQuest Service 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. Delaware  
(State or country under the law of which it is incorporated)
3. 65-084-0379  
(FEI number, if applicable)
4. May 21, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 6/12/98  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Suite 5400, 200 South Biscayne Blvd.  
Miami, FL 33131  
(Current mailing address)  
Telecommunications Services To engage in any act or activity for which corporations may be organized.
8. (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: 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.*

  
(Registered agent's signature)  
Maureen Cullen, Assistant Vice President

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. THOMAS L. WILKERSON PRESIDENT  
(Typed or printed name and capacity of person signing application)

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NEW MILLENNIUM CONQUEST SERVICE CORPORATION  
200 South Biscayne Blvd.  
Suite 5400  
Miami, FL 33131

DIRECTORS

Edward St.Croix  
Thomas L. Wilkerson  
John Williams

Don F. Clark  
35022 Nasahua Blvd.  
Sorrento, FL 32776

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OFFICERS

Thomas L. Wilkerson - President  
1591 Eastlake Way  
Weston, Florida 33326

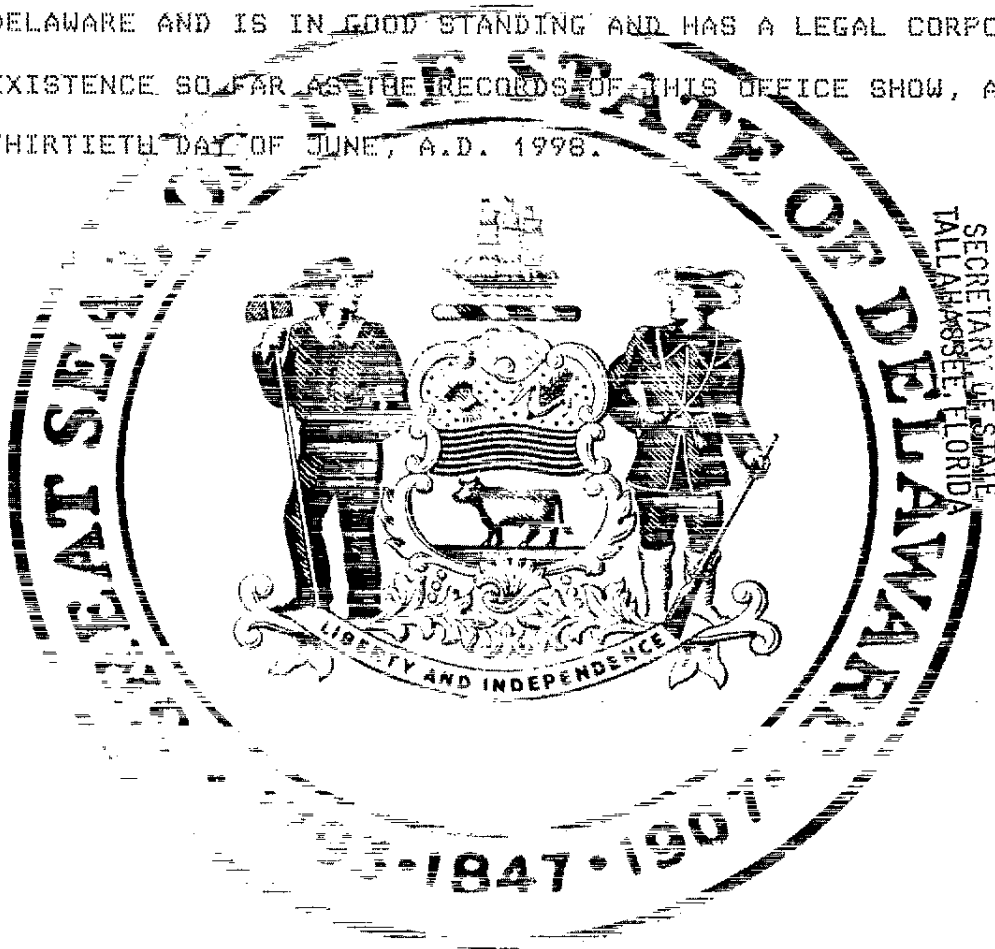
Edward St.Croix - Secretary  
650 West Avenue #2901  
Miami Beach, FL 33139

Richard Meiman - Assistant Secretary  
1717 N. Bayshore Drive #3044  
Miami, FL 33132

John Williams - Treasurer  
120 Juamita #19  
Incline Village, NV 89451

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW MILLENNIUM CONQUEST SERVICE CORPORATION" 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 THIRTIETH DAY OF JUNE, A.D. 1998.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL - 1 PM 1:47

FILED



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9171062

DATE:

06-30-98