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Attorneys at Law

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July 1, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

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-07/02/98--01068--002
*****70.00 *****70.00

Re: Application for Certificate of Authority - ComScape Telecommunications, Inc.

Dear Sir/Madam:

Enclosed is an original Application by Foreign Corporation for Authorization to Transact Business in Florida for ComScape Telecommunications, Inc., an Ohio foreign profit corporation. Also enclosed is a good standing certificate issued by the Ohio Secretary of State on June 25, 1998 and a certified copy of the Articles of Incorporation of ComScape Telecommunications, Inc. These documents are being submitted to register the above referenced foreign corporation to transact business in Florida.

In addition, I am enclosing a check payable to the Florida Department of State in the amount of \$70.00 to cover the filing fee. Please return evidence of filing to the undersigned at your earliest convenience in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to call me at (614) 469-3315.

Very truly yours,

Carol R. Crow

Carol R. Crow
Legal Assistant

CRC\mr

Enclosures

cc: Susan A. Petersen, Esq.
Jay K. Jayanthan

S:\CICrow\SAP\ComScape General\FL SOS Ltr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. ComScape Telecommunications, 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. Ohio
(State or country under the law of which it is incorporated)
3. 31-1470037
(FEI number, if applicable)
4. May 10, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 27, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310
(Current mailing address)
8. Telecommunications Management Company
(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: Ghanshyam C. Patel

Office Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida, 33461-3310
(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)
Ghanshyam C. Patel

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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DIVISION OF CORPORATIONS
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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) ** See Addendum

Chairman: Ghanshyam C. Patel

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Director: Jeremiah P. Byrne

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Director: Bhogin M. Modi

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Director: Raman C. Patel

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

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

President: Ghanshyam C. Patel

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Vice President: Bhogin M. Modi

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

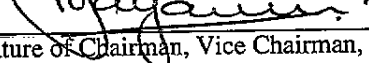
Secretary: Jeremiah P. Byrne

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Treasurer: Jay K. Jayanthan

Address: 1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

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. JAY K. JAYANTHAN, TREASURER
(Typed or printed name and capacity of person signing application)

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ADDENDUM

ComScape Telecommunications, Inc.

Additional Directors:

Jay K. Jayanthan
1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

Additional Officers:

Raman C. Patel, Vice President
1926 10th Avenue North, Suite 305
West Palm Beach, Florida 33461-3310

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DIVISION OF CORPORATE AFFAIRS
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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show COMSCAPE TELECOMMUNICATIONS, INC., an Ohio Corporation, Charter No. 940839, principal location in Columbus, County of Franklin, incorporated on May 10, 1996, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official

seal at Columbus, Ohio on

June 25, 1998

Bob Taft

Bob Taft
Secretary of State

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SECRETARY OF STATE
DIVISION OF PUBLIC SAFETY
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