

F98000003878

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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-07/08/98--01073--002
*****70.00 *****70.00

KDD America, INC.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name
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Thanks,
Jeff

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. KDD America, 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. New York
(State or country under the law of which it is incorporated)
3. 13-3522662
(FEI number, if applicable)
4. June 29, 1989
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 375 Park Avenue, New York, New York, 10152

(Current mailing address)
8. The Offering of interexchange telecommunications services as a reseller
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

C. Morales

Special Asst. Secretary

(Type Name and Title of Officer)

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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:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: SEE ATTACHED LIST _____

Address: _____

Director: _____

Address: _____

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

President: Hiroshi Hirai _____

Address: 375 Park Avenue, 7th Avenue, New York, New
York, 10152 _____

Vice President: _____

Address: _____

Secretary: Akio Nozaka _____

Address: _____

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Treasurer: _____

Address: _____

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

13. H. Hirai

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

14. Hiroshi Hirai

(Typed or printed name and capacity of person signing application)

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The Name and Business Address of the Officers and Directors of KDD America, Inc.

Chairman of the Board	Keizo Ohno	1-8-1 Ohtemachi, Chiyoday-ku Tokyo, Japan
President, CEO & Treasurer	Hiroshi Hirai	375 Park Avenue New York, NY 10152
Executive Vice President	Toshiro Kojima	375 Park Avenue New York, NY 10152
Executive Vice President & Secretary	Akio Nozaka	375 Park Avenue New York, NY 10152
Executive Vice President	Susumu Fujioka	455 Market Street San Francisco, CA 94104
Vice President	Makoto Arai	535 Mountain Avenue, Murray Hill, NJ 07974

DIRECTORS

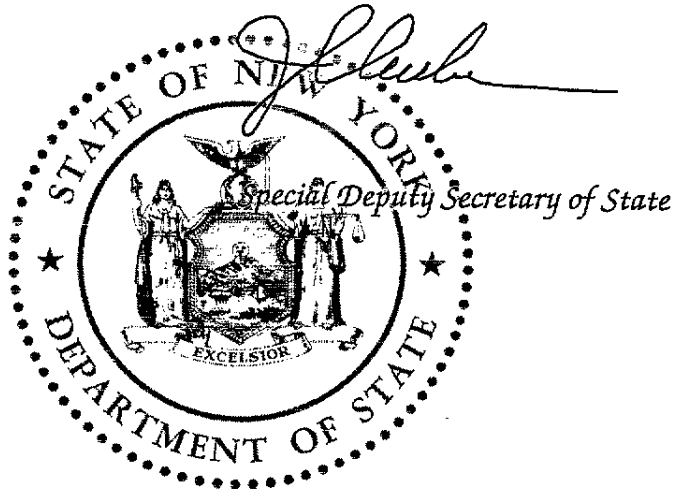
Keizo Ohno	1-8-1, Ohtemachi, Chiyoda-ku, Tokyo Japan
Hiroshi Hirai	375 Park Avenue, New York, NY 10152
Akio Nozaka	375 Park Avenue, New York, NY 10152
Susumu Fujioka	455 Market Street, San Francisco, CA 94104
Mamoru Hironaka	375 Park Avenue, New York, NY 10152
Yasuhiro Shintani	375 Park Avenue, New York, NY 10152
Toshiro Kojima	375 Park Avenue, New York, NY 10152
Tsunekazu Matsudaira	1-8-1 Ohtemachi, Chiyoda-ku, Tokyo, Japan
Noriaki Ishibashi	1-8-1 Ohtemachi, Chiyoda-ku, Tokyo, Japan
Noriyasu Goto	1-8-1 Ohtemachi, Chiyoda-ku, Tokyo, Japan
Makoto Arai	535 Mountain Avenue, Murray Hill, NJ 07974

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State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of KDD AMERICA, INC. was filed on 06/29/1989, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of April
one thousand nine hundred and
ninety-eight.*



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