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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

800002591768--5
-07/17/98-01057-003
*****70.00 *****70.00

SUBJECT: Preferred Voice, 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:

Mary G. Merritt
(Name of Person)
Preferred Voice, Inc.
(Firm/Company)
6500 Greenville, Ste 570
(Address)
Dallas, Tx 75206
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Mary G. Merritt at (214) 265-9580
(Name of Person) (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 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. Preferred Voice, 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. Delaware
(State or country under the law of which it is incorporated)
3. 75-2440201
(FEI number, if applicable)
4. August 3, 1992
(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. 6500 Greenville Ave., Ste, 570, Dallas, TX 75206
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State.
(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

Randy A. Shelley

(Registered agent's signature) (Officer)

RANDY A. SHELLEY
SPECIAL ASSISTANT 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: G. Ray Miller
Address: 6500 Greenville Ave. Ste 570
Dallas, Texas 75206

Vice Chairman: _____
Address: _____

Director: Mary Merritt
Address: 6500 Greenville Ave. Ste 570
Dallas, Texas 75206

Director: _____
Address: _____

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

President: G. Ray Miller
Address: 6500 Greenville Ave. Ste 570
Dallas, Texas 75206

Vice President: Mary Merritt
Address: 6500 Greenville Ave. Ste 570
Dallas, Texas 75206

Secretary: Mary Merritt
Address: Same as above

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Treasurer: Mary Merritt
Address: Same as above

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

13. Mary Merritt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. MARY MERRITT, VICE President Finance
(Typed or printed name and Capacity of person signing application)

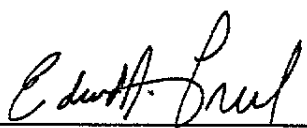
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREFERRED VOICE, INC." 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 TWELFTH DAY OF JUNE, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9135513

DATE: 06-12-98