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City State Zip	Phone	70 N
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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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.	EONOROLA CORPORATION		
	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATED" abbreviations of like import in language as will clearly indicate that it is a corporation instead or partnership if not so contained in the name at present.)	TION", or words of a natural perso	or on
2.	State or country under the law of which it is incorporated) 3. 16-17 (FEI number to the law of which it is incorporated)	346911 ber, if applicable)
4.	. Nov. 18, 1988 5. Percetual (Date of incorporation) (Duration: Year corp. will cease to exist	st or "perpetual")	
6.	(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S	S.)	
7.	Tarrytown NY 10571 (Current mailing address)	<u> </u>	ş
8.	Provision of telecommunications services (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	98 200	
	Name and street address of Florida registered agent: Name: CT CORPORATION SYSTEM		
	Name: C T CORPORATION SYSTEM	D 2: 00	
	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.

(Registered agent's signature) (Officer)

Kimberly D. Gilbertson, Assistant Secretary

(Type Name and Title of Officer)

delivery of this application to the Department of State, by the Secretary of State or other off	
	icial
having custody of corporate records in the jurisdiction under the law of which it is incorporate	ed.

Names and add	iresses of	officers	and/or	directors:
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A.	DIRECTORS (Street address only - P.O. Box NOT acceptable)			
	Chairman: see attached			
	Address:			
	Vice Chairman:			
	Address:			
•	Director:			
	Address:		98 AUG	
		E E	<u> </u>	
	Director:	SEE C.	PM	
	Address:	SEE, FLORIDA	\sim	U
		N N	00	
₿.	OFFICERS (Street address only - P.O. Box NOT acceptable)			
	President: <u>see attached</u>			
	Address:			
	Vice President:	···		
	Address:			
	Secretary:			
	Address:			

i reasure	•
Address:	
and/or directors.	you may attach an addendum to the application listing additional officers
13 -	Barron
(Signature of Chairi application)	man, Vice Chairman, or any officer listed in number 12 of the
14. Marqueri	te Bourgeois - Corporate Secretary

98 AUG 11 PM 2: 00
SECRETARY OF STATE

ATTACHMENT TO APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS fONOROLA CORPORATION

Names and usual business addresses of each of the current officers and directors:

Directors:

Jan Peeters
500 René Lévesque West
Suite 305
Montréal, Québec
Canada H2Z 1W7

Michael Boyd 500 René Lévesque West Suite 305 Montréal, Québec Canada H2Z 1W7

Officers:

Michael Boyd Chairman of the Board (See above)

Jan Peeters
Vice-Chairman and
Chief Executive Officer
(See above)

Jean-Pierre Carette Vice-President, Finance and Treasurer 500 René Lévesque West Suite 305 Montréal, Québec Canada H2Z 1W7

Marguerite Bourgeois Secretary 500 René Lévesque West Suite 305 Montréal. Québec Canada H2Z 1W7 Mark Pietro
President and
Chief Operating Officer
303 South Broadway
Suite 440
Tarrytown, NY 10591

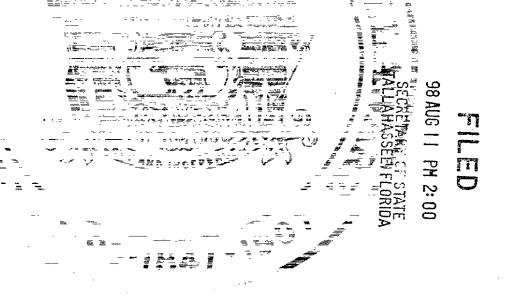
Marc Bouchard Vice-President 500 René Lévesque West Suite 305 Montréal, Québec Canada H2Z 1W7 (To be nominated shortly)

David R. MacKinnon Senior Vice-President 500 René Lévesque West Suite 305 Montréal, Québec Canada H2Z 1W7 (To be nominated shortly) 98 AUG II PM 2: 00

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "FONOROLA 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 SIXTH DAY OF AUGUST, A.D.
1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.





Edward J. Freel, Secretary of State

AUTHENTICATION:

9237832 TE:

DATE:

08-06-98

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