

F98000004662

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERNET TELEPHONE COMPANY
(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:

LORI M. LOFSTROM, Attorney At Law
(Name of Person)

(Firm/Company)

3700 S. Plaza Drive, Suite H-211
(Address)

Santa Ana, CA 92704
(City/State/Zip)

W98-17028

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*****70.00 *****70.00

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

Lori Lofstrom
(Name of Person)

at (714) 437-5849
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 AM 9:06



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1998

LORI LOFSTROM
3700 S. PLAZA DR, SUITE H-211
SANTA ANA, CA 92704

SUBJECT: INTERNET TELEPHONE COMPANY
Ref. Number: W98000017028

We have received your document for INTERNET TELEPHONE COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 498A00039514

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned NED GERSHENSON, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

INTERNET TELEPHONE COMPANY
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

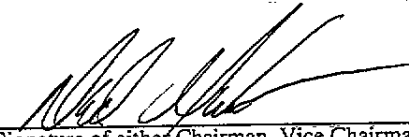
was duly adopted on AUGUST 3, 1998, 19 ____.

Be it resolved, that INTERNET TELEPHONE COMPANY,
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

ITC COMMUNICATIONS COMPANY for use in Florida.

Dated: Aug. 4, 1998

X 
Signature of either Chairman, Vice Chairman or any officer

NED GERSHENSON

Type or print name

**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. INTERNET TELEPHONE COMPANY

(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. 33-0804990

(FEI number, if applicable)

4. 5/11/98

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. No business yet transacted in Florida.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1800 E. McFadden Avenue, Suite 250

Santa Ana, CA 92705

(Current mailing address)

8. Resale of long distance telephone services

(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)

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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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: Ned Gershenson

Address: 1800 E. McFadden Ave., Suite 250
Santa Ana, CA 92705

Vice Chairman: _____

Address: _____

Director: Doris Fisher

Address: (same as above)

Director: _____

Address: _____

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

President: Ned Gershenson

Address: 1800 E. McFadden Avenue Suite 250
Santa Ana, CA 92705

Vice President: _____

Address: _____

Secretary: Mar-C Hale

Address: (same as above)

Treasurer: Ned Gershenson

Address: (same as above)

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. Ned Gershenson, Chairman/President

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

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNET TELEPHONE COMPANY" 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 TWENTY-FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9207782

07-21-98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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