

F98000004767

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Universal Telecommunication Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

500002609035--2
--08/06/98--01032--004
*****78.75 *****78.75

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:

Adrian Ferguson
(Name of Person)
Universal Telecommunication Inc.
(Firm/Company)
3781 Presidential Pkwy Suite 132
(Address)
ATLANTA, GA 30340
(City/State/Zip)

W98-17904

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

Adrian Ferguson at (770) 936-8008
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 21 PM 12:04

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8/21

COURIER ADDRESS:

Qualification/Tax Lien Section
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 6, 1998

ADRIAN FERGUSON
UNIVERSAL TELECOMMUNICATIONS, INC.
3781 PRESIDENTIAL PKWY SUITE 132
ATLANTA, GA 30340

SUBJECT: UNIVERSAL TELECOMMUNICATIONS, INC.
Ref. Number: W98000017904

We have received your document for UNIVERSAL TELECOMMUNICATIONS, INC. and your check(s) totaling \$78.75. 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 898A00041201

RECEIVED
98 AUG 20 AM 8:42
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Adrian Ferguson, do hereby certify
(Name)

that this Resolution of the Board of Directors of Universal Telecommunication
Inc.
(Corporate Name)

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

was duly adopted on September 18, 1997.

Be it resolved, that Universal Telecommunication Inc.
(Corporate Name)

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

Universal Telcom Inc. for use in Florida.

Dated: 08-18-98

Adrian L. Ferguson
Signature of either Chairman, Vice Chairman or any officer

ADRIAN L. FERGUSON
Type or print name

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TALLAHASSEE FLORIDA

**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. UNIVERSAL 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. DELEWARE
(State or country under the law of which it is incorporated)

3. NOT APPLICABLE
(FEI number, if applicable)

4. Sep 18, 1997
(Date of incorporation)

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

6. NOT APPLICABLE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. UNIVERSAL Telecommunication INC.
3781 PRESIDENTIAL PKWY ATLANTA, GA 30340
(Current mailing address)

8. UNIVERSAL Telecommunications INC. IS A LONG DISTANCE SERVICE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CLARICE McGILL

Office Address: 6906 CHAUCER LN
Orlando, FL 32809, Florida, 32809
(Zip code)

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TALLAHASSEE FLORIDA

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.

Clarice McGill
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: Ruth Peterson

Address: 3781 Presidential Pkwy Suite 132

ATLANTA, GA 30340

Vice President: Adrian Ferguson

Address: 3781 Presidential Pkwy Suite 132

ATLANTA, GA 30340

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Adrian Ferguson

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

14. ADRIAN L. FERGUSON SR. VICE PRESIDENT

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL TELECOMMUNICATIONS, 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 TWENTY-FOURTH DAY OF JUNE, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
98 AUG 21 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9157933
06-24-98
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: