

F98000005433

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COMPASS TELECOMMUNICATIONS, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

500002644375--9
-09/21/98--01054--007
*****70.00 *****70.00

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:

STEVE QUINN
(Name of Person)

COMPASS TELECOMMUNICATIONS, INC
(Firm/Company)

7900 E. GREENWAY SUITE 203
(Address)

SCOTTSDALE ARIZONA 85260
(City/State/Zip)

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

W98-2/579

STEVE QUINN at (602) 367-8000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

FILED
98 SEP 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/28/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

STEVE QUINN
COMPASS TELECOMMUNICATIONS, INCORPORATED
7900 E. GREENWAY, SUITE 203
SCOTTSDALE, AZ 85260

SUBJECT: COMPASS TELECOMMUNICATIONS, INCORPORATED
Ref. Number: W98000021579

FILED
98 SEP 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COMPASS TELECOMMUNICATIONS, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 698A00047609

**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. COMPASS TELECOMMUNICATIONS, INCORPORATED
(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. NEVADA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 4 1998 5. PERPETUAL
(Date of incorporation) (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. 7900 E GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260
(Current mailing address)

8. TELECOMMUNICATION SERVICES
(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: AMERICAN REGULATORY SERVICES CORP.

Office Address: 6635 W. COMMERCIAL BOULEVARD
TAMARAC, Florida, 33319
(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.

Michael R. [Signature] PRES
(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)

FILED
98 SEP 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: RAY POWERS

Address: 7900 E. GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260

Vice Chairman: FRANK TONEY

Address: 7900 E. GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260

Director: LARRY NEWMAN

Address: 7900 GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260

Director: _____

Address: _____

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

~~DIRECTOR~~
President: STEVE QUINN

Address: 7900 E. GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260

~~DIRECTOR~~
Wice President: FRED LINFORD

Address: 7900 E. GREENWAY SUITE 203
SCOTTSDALE ARIZONA 85260

~~DIRECTOR~~
Secretary: MIKE BENBOW

Address: 7300 LAKESHORE DR., 38, NEW ORLEANS
L.A. 70124

Treasurer: _____

Address: _____

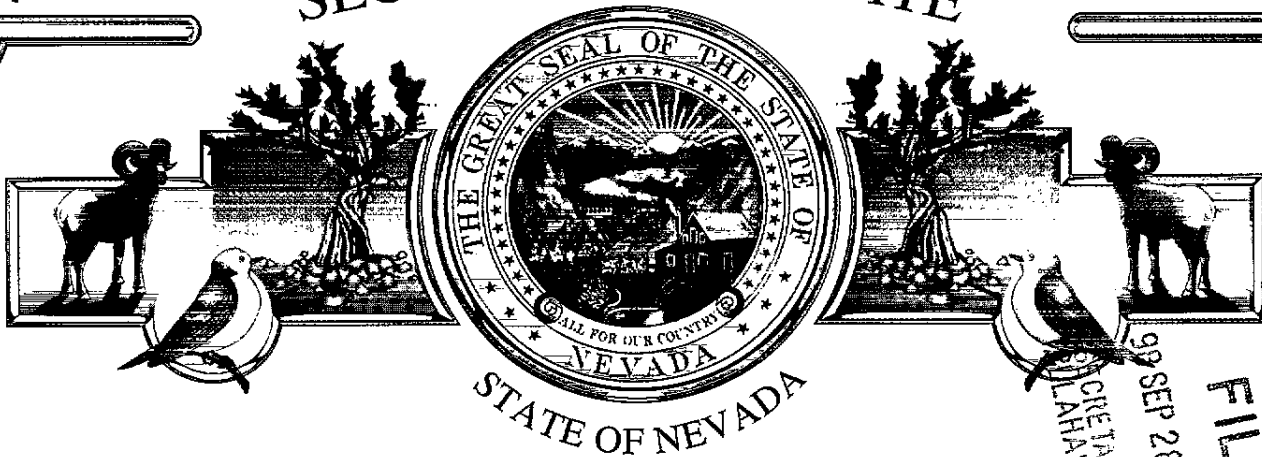
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Steve Quinn VP
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEVE QUINN, V. PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
98 SEP 28 PM 3:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
99 SEP 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COMPASS TELECOMMUNICATIONS, INCORPORATED** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 4, 1998, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 26, 1998.

Dean Heller
Secretary of State

By *G. J. Lark*
Certification Clerk