

**CORPORATE  
ACCESS,  
INC.**

1116-J Thommsville Road, Mount Vernon Square, Tallahassee, Florida 32307

P.O. Box 37066 (904) 222-2666 or (800) 869-1666. Fax (904) 222-1666

**WALK IN**

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9/29/98

CERTIFIED COPY

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Foreign

1.) IGF USA, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
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9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SECRET  
TALLAHASSEE FLORIDA

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**SPECIAL INSTRUCTIONS**

DIVISION OF CORPORATION

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## TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS**

**SUBJECT:** IGF USA, 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:

Glenda Strobush  
(Name of Person)  
Fredrikson & Byron, P.A.  
(Firm/Company)  
900 Second Avenue South, Suite 1100  
(Address)  
Minneapolis, MN 55402  
(City, State and Zip Code)

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

Glenda Strobush at ( 612 ) 336 - 4130  
(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 Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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. IGF USA, 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. 41-1918840  
(FEI number, if applicable)
4. August 20, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o 1100 International Centre  
900 Second Avenue South  
Minneapolis, MN 55402  
(Current mailing address)
8. Marketing, distribution and sale of prepaid phone cards and other telecom products  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and services
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: NRAI Services, Inc.  
Office Address: 526 East Park Avenue  
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.*

Gue Blodtman

(Registered agent's signature)

Asst. Secretary

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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SECRETARY OF STATE

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: David M. Davies  
Address: Riverbank House, 1 Putney Bridge Approach London SW6 3JD, England  
Vice Chairman: Hugh J. Rodley  
Address: Riverbank House, 1 Putney Bridge Approach, London SW6 3JD, England

Director: John H. Stout  
Address: 900 Second Avenue South; Suite 1100  
Minneapolis, MN 55402  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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

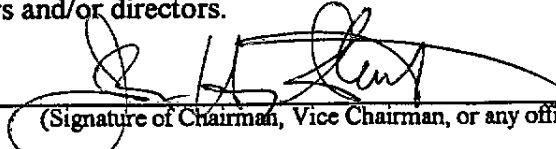
President: Hugh J. Rodley  
Address: Riverbank House, 1 Putney Bridge Approach  
London SW6 3JD, ENGLAND

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: John H. Stout  
Address: 900 Second Avenue South; Suite 1100  
Minneapolis, MN 55402

Treasurer: David M. Davies  
Address: Riverbank House, 1 Putney Bridge Approach  
London SW6 3JD, ENGLAND

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. John H. Stout, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

State of Delaware  
Office of the Secretary of State

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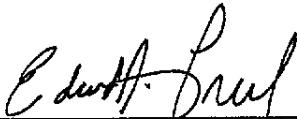
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IGF USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IGF USA, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF AUGUST, 1998.

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

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FILED  
SECRETARY OF STATE  
ALAN HASSSETT  
FLORIDA



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9320233

DATE:

09-24-98