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Corporation Guarantee and Trust Company

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Via Federal Express

NY 80700 826941

October 20, 1998

F98000005872

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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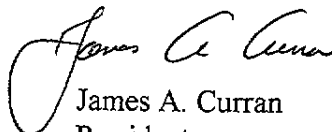
RE: CALL TIME COMMUNICATIONS INC.

Dear Sir or Madam:

Enclosed you will find duplicate Application for Authority of the above company for filing with you office. Also enclosed is Certificate of Good Standing and our check to cover filing fees and Certificate of Status.

Please send your usual acknowledgment and receipt to this office when the filing process has been completed.

Cordially yours,


James A. Curran
President

JAC/as

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 1:54

10/21

**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. CALL TIME COMMUNICATIONS 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. APPLICATION IN PROCESS
(FEI number, if applicable)
4. OCTOBER 7, 1998
(Date of Incorporation)
5. PERPETUAL
(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. 8615 NW, 190 TERRACE, MIAMI, FL 33015
(Current mailing address)
8. TO PROVIDE TELECOMMUNICATION 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: CHRIS LALL

Office Address: 8615 NW, 190 TERRACE
MIAMI, Florida, 33015
(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.

Chris Lall
CHRIS LALL (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: CHRIS LALL

Address: 8615 NW, 190 TERRACE
MIAMI, FL 33015

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: CHRIS LALL

Address: 8615 NW, 190 TERRACE
MIAMI, FL 33015

Vice President: _____

Address: _____

Secretary: CHRIS LALL

Address: 8615 NW, 190 TERRACE
MIAMI, FL 33015

Treasurer: CHRIS LALL

Address: 8615 NW, 190 TERRACE
MIAMI, FL 33015

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

13. Chris Lall

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

14. CHRIS LALL, PRESIDENT

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

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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 "CALL TIME COMMUNICATIONS 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 NINTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CALL TIME COMMUNICATIONS INC." WAS INCORPORATED ON THE SEVENTH DAY OF OCTOBER, A.D. 1998.

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

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9348531

DATE: 10-09-98