



THE UNITED STATES
CORPORATION
COMPANY

F980000005983

ACCOUNT NO. : 072100000032

REFERENCE : 985573 143880A

AUTHORIZATION :

COST LIMIT :

Patricia Pizute
\$ 70.00

ORDER DATE : October 5, 1998

ORDER TIME : 1:45 PM

ORDER NO. : 985573-015

CUSTOMER NO: 143880A

100002673771--7

CUSTOMER: Mr. Armand Ventura
Mr. Armand Ventura
515 Madison Avenue, #932
New York, NY 10022

RECEIVED

98 OCT 27 PM 2:35

DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: ACCESS WORLD TELCOM &
TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

8/10/27
98 OCT 27 PM 3:27
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. ACCESS WORLD TELCOM & TECHNOLOGIES, 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. _____
(FEI number, if applicable)

4. 4-1-96
(Date of Incorporation)

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

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

7. _____

515 Madison Ave Ste 932 New York 10022
(Current mailing address)

8. Telecommunications
(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.

Corporation Service Company

By: [Signature]
(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: Mary Ventura

Address: 515 Madison Ave Ste 932
New York, New York 10022

Vice Chairman: _____

Address: _____

Director: Mary Ventura

Address: 515 Madison Ave Suite 932
New York, New York 10022

Director: _____

Address: _____

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

President: Armando Ventura

Address: 515 Madison Ave Ste 932
New York New York 10022

Vice President: _____

Address: _____

Secretary: Armando Ventura

Address: 515 Madison Ave Ste 932
New York New York 932

Treasurer: _____

Address: _____

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

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

14. Mary Ventura Chairman
(Typed or printed name and capacity of person signing application)

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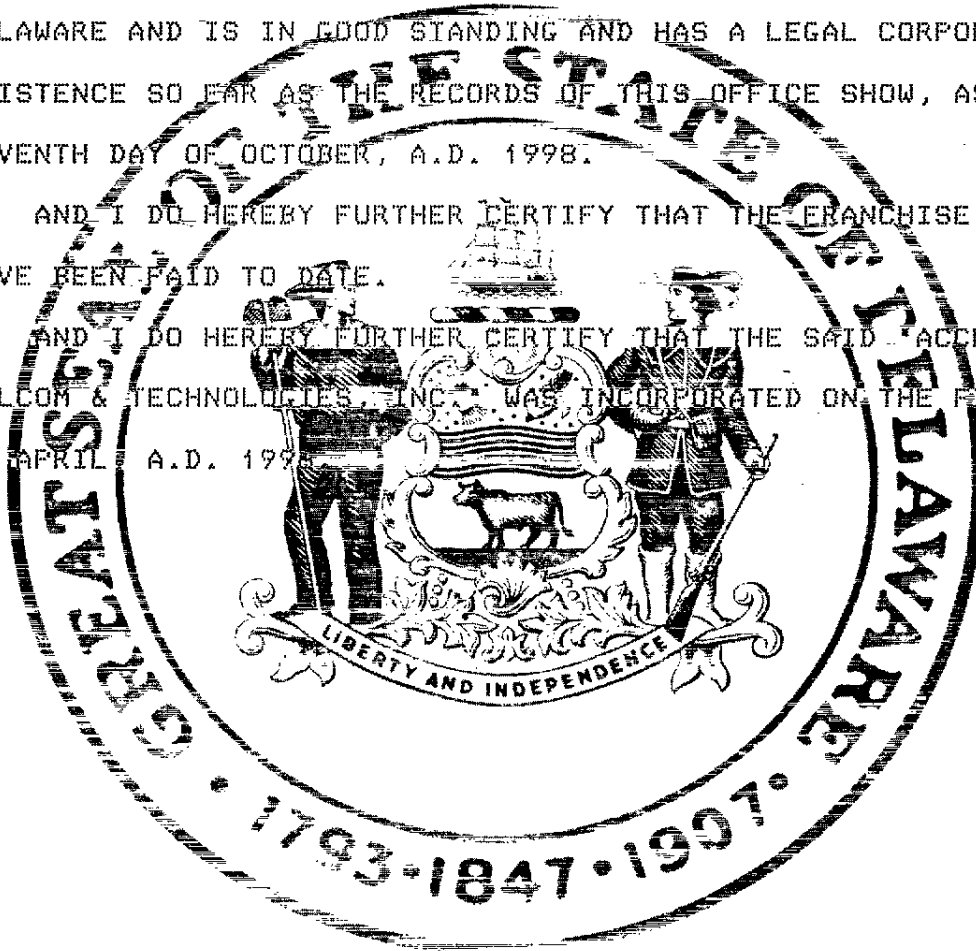
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS WORLD TELCOM & TECHNOLOGIES, 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 SEVENTH DAY OF OCTOBER, 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 SAID "ACCESS WORLD TELCOM & TECHNOLOGIES, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 PM 3:27



Edward J. Freel

Edward J. Freel, Secretary of State

2608642 8300

AUTHENTICATION:

9343438

981388732

DATE:

10-07-98