

F98000006092

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: **ORION TELECOMMUNICATIONS CORP.**

(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:

REBECCA J. ANTICO

(Name of Person)

(Firm/Company)

5922 LAS COLINAS CIRCLE

(Address)

LAKE WORTH, FLORIDA 33463

(City/State/Zip)

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

REBECCA J. ANTICO

(Name of Person)

at

(561) 432-2153

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

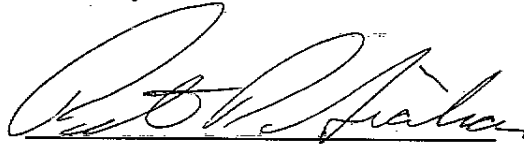
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ORION TELECOMMUNICATIONS CORP.:

RESOLUTION TO USE ALTERNATE NAME FOR BUSINESS IN FLORIDA:

RESOLVED, the corporation is incorporated in the State of Florida, under the name of Orion Telecommunications Corporation of New York, in order to qualify for a Foreign Corporation certificate within Florida.

IN WITNESS WHEREOF, the undersigned has duly executed this written consent as of the 6th day of October, 1998.



PETER P. SICILIAN, JR.

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**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. ORION TELECOMMUNICATIONS CORP.

(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. 06-1507207

(FEI number, if applicable)

4. 9/15/97

(Date of incorporation)

5. PERPETUAL

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

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155 F.S.)

7. 40-21 BELL BOULEVARD,

BAYSIDE, NEW YORK 11361

(Current mailing address)

8. TELECOMMUNICATIONS 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: **NRAI SERVICES, INC.**

Office Address: **526 E. 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


(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: PETER P. SICILIAN, JR.

Address: 40-21 BELL BOULEVARD, BAYSIDE, N.Y. 11361

Vice Chairman: JAMES C. SUTTON

Address: 40-21 BELL BOULEVARD, BAYSIDE, N.Y. 11361

Director: JOHN J. SICILIAN

Address: 9300 N.W. 36TH STREET, MIAMI, FL 33178

Director: JOHN OGILBY

Address: 9300 N.W. 36TH STREET, MIAMI, FL 33178

Director: JOSEPH ZARB

Address: 16203 SAN IGNACIO AVENUE, SUITE. 240, SAN JOSE, CA 95119

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

President: PETER P. SICILIAN

Address: 40-21 BELL BOULEVARD, BAYSIDE, N.Y. 11361

Vice President: JAMES C. SUTTON

Address: 40-21 BELL BOULEVARD, BAYSIDE, N.Y. 11361

Secretary: DAVID J. DAY

Address: 40-21 BELL BOULEVARD, BAYSIDE, N.Y. 11361

Treasurer: _____

Address: _____

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

13. *James C. Sutton* 10-13-98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14 JAMES C. SUTTON Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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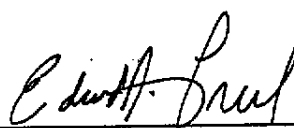
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORION TELECOMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORION TELECOMMUNICATIONS CORP." WAS INCORPORATED ON THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1997.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9219192

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DATE: 07-27-98