



THE UNITED STATES  
CORPORATION  
COMPANY

F98000006117

ACCOUNT NO. : 072100000032

REFERENCE : 018464 7163046

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : November 2, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 018464-005

CUSTOMER NO: 7163046

CUSTOMER: Mr. John Surgent  
Mr. John Surgent  
2 Alhambra Plaza Ph-1c

Miami, FL 33134

100002679901--4

FOREIGN FILINGS

NAME: STARTEC MEDIA CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

98 NOV -4 AM 10:42

RECEIVED

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 12:28

11/4

**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. STARTEC MEDIA CORPORATION

(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. APPLIED FOR

(FBI number, if applicable)

4. JANUARY 28, 1998

(Date of Incorporation)

5. PERPETUAL

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

6. OCTOBER 27, 1998

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

7. 2 ALHAMBRA PLAZA, SUITE PH-1C

CORAL GABLES, FL 33134

(Current mailing address)

8. WEB HOSTING, WEB DESIGN AND OTHER RELATED

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

*COMPUTER  
SERVICES.*

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

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

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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 J. SURGENT - CHIEF EXECUTIVE

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

OFFICER

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**OFFICERS:**

JOHN J. SURGENT  
CHIEF EXECUTIVE OFFICER  
2 ALHAMBRA PLAZA  
SUITE PH-1C  
CORAL GABLES, , FLORIDA 33134

JAMES S. LINDZEY  
CHIEF INFORMATION OFFICER  
2 ALHAMBRA PLAZA  
SUITE PH-1C  
CORAL GABLES, FLORIDA 33134

STEVEN GANNUSCIO  
CHIEF FINANCIAL OFFICER  
2 ALHAMBRA PLAZA  
SUITE PH-1C  
CORAL GABLES, FLORIDA 33134

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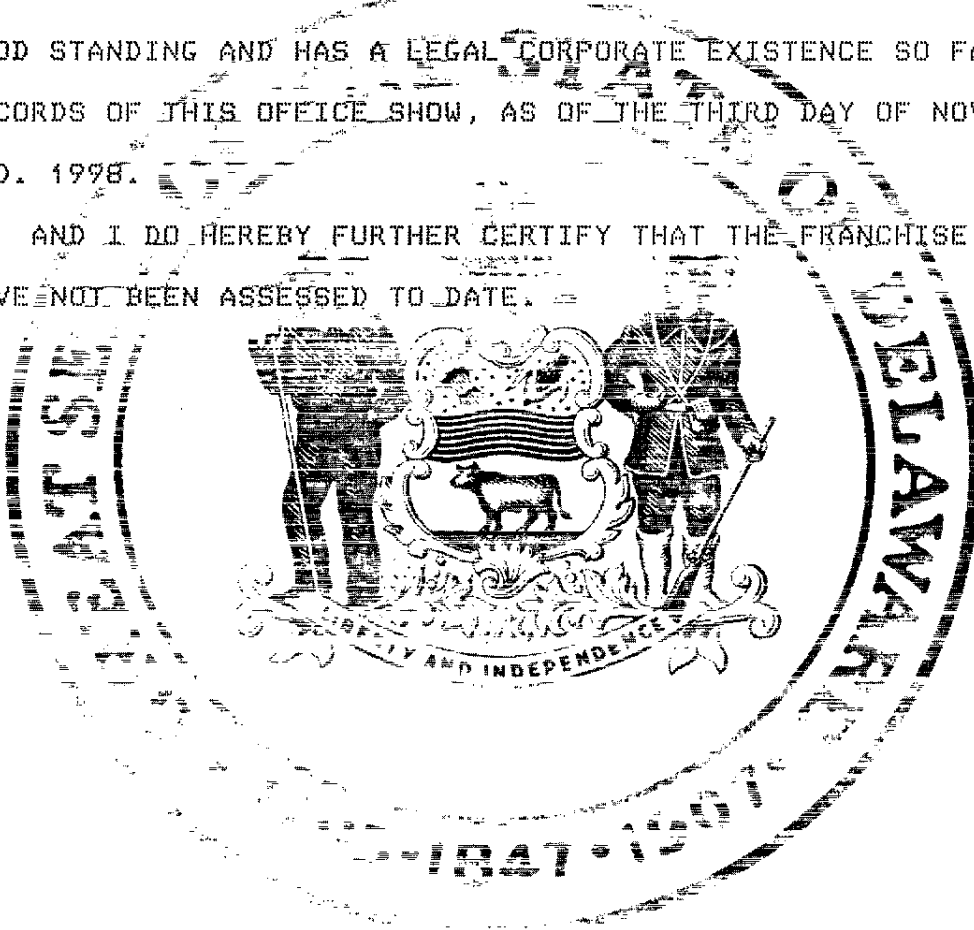
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARTEC MEDIA CORPORATION" 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 THIRD DAY OF NOVEMBER, A.D. 1998.

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



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DIVISION OF CORPORATIONS  
98 NOV -4 PM 12: 28



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2851044 8300

981422409

9385254

11-03-98