

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COMSCAPE COMMUNICATIONS, 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: 400002663284--0
-10/14/98--01029--003
****131.25 *****87.50

JAY K. JAYANTHAN
(Name of Person)

COMSCAPE COMMUNICATIONS, Inc.
(Firm/Company)

1926 10th Avenue North, Suite 305
(Address)

West Palm Beach, FL 33461
(City/State/Zip)

W98-23391

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

JAY K. JAYANTHAN at (561) 540-4762
(Name of Person) (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

98 DEC 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

W98-23391



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

JAY K. JAYANTHAN
COMSCAPE COMMUNICATIONS, INC.
1926 10TH AVENUE NORTH, SUITE 305
WEST PALM BEACH, FL 33461

SUBJECT: COMSCAPE COMMUNICATIONS, INC.
Ref. Number: W98000023391

We have received your document for COMSCAPE COMMUNICATIONS, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that the certificate you submitted was a photocopy rather than an original, and was dated 12-02-97.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 598A00050990

**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. COMSCAPE 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. 31-1581656

(FEI number, if applicable)

4. 9-9-97

(Date of incorporation)

5. PERPETUAL

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

6. NOT STARTED

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

7. 1926 10TH AVENUE NORTH, SUITE 305

WEST PALM BEACH, FL 33461

(Current mailing address)

8. HAS OPERATIONS IN MULTI STATES

(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: JAY K. JAYANTHAN

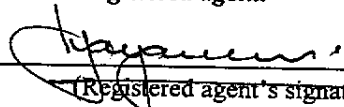
Office Address: 1926 10TH AVENUE NORTH, SUITE 305

West Palm Beach, Florida, 33461

(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.

FILED
98 DEC 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: GHANSHYAM C. PATEL

Address: 1926 10TH AVENUE NORTH, SUITE 305
WEST PALM BEACH, FL 33461

Vice Chairman: N/A

Address: _____

Director: JEREMIAH P. BYRNE

Address: SAME

Director: JAY K. JAYANTHAN

Address: SAME

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

President: GHANSHYAM C. PATEL

Address: 1926 10TH AVENUE NORTH, SUITE 305
West Palm Beach, FL 33461

Vice President: BHOGIN M. MODI

Address: SAME

Secretary: JEREMIAH P. BYRNE

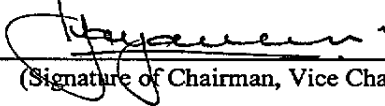
Address: SAME

Treasurer: JAY K. JAYANTHAN

Address: SAME

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98 DEC 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

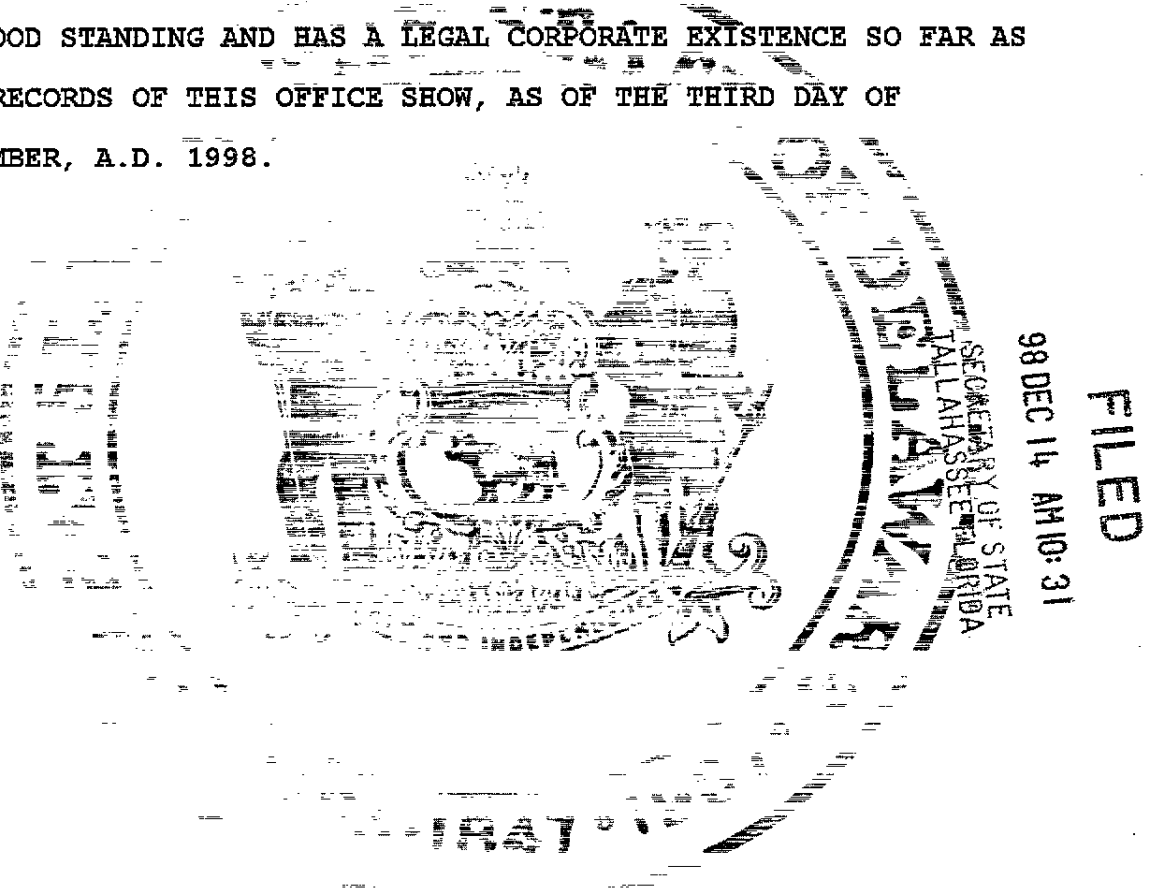
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAY K. JAYANTHAN, TREASURER
(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 "COMSCAPE 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 THIRD DAY OF DECEMBER, A.D. 1998.



98 DEC 14 AM 10:31

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2794064 8300

981442771

AUTHENTICATION: 9437228

DATE: 12-03-98