

E980000006791



ACCOUNT NO. : 072100000032

REFERENCE : 057190 5013305

AUTHORIZATION : Patricia Pigeto

COST LIMIT : \$ 70.00

ORDER DATE : December 8, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 057190-005

700002712737--5

CUSTOMER NO: 5013305

CUSTOMER: Charles N. Internicola, Esq
Vito Vincenti, Law Offices Of
3 New York Plaza
14th Fl.
New York, NY 10004

FOREIGN FILINGS

NAME: TELEMEDIA INTERNATIONAL
U.S.A., INC.

FILED
98 DEC 15 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/15

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED
98 DEC 15 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Telemedia International U.S.A., 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. August 24, 1982
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 1998 (proposed)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. One Evertrust Plaza, 4th Floor
Jersey City, New Jersey 07302
(Current mailing address)
8. To conduct any lawful business, to promote any lawful purpose and to conduct any lawful act or activity for which corporations may be organized in the state of Florida.
(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)

FILED
98 DEC 15 AM 11:50
DEPT. OF STATE
TALLAHASSEE
FLORIDA

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: Vicki Schreiber Asst. V.P.
(Registered agent's signature)
Vicki Schreiber, Asst V.P.

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.

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: Renato Bernini

Address: Viale Campo Boario, 56/D

Rome, Italy

Vice Chairman: N/A

Address: _____

Director: Robert Checca

Address: 19 Lebritton Street

Locust Valley, New York

Director: Massimo Mancini

Address: Viale Campo Boario, 56/D

Rome, Italy

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

President: Renato Bernini

Address: Viale Campo Boario, 56/D

Rome, Italy

Vice President: Robert Checca

Address: 19 Lebritton Street

Locust Valley, New York

Secretary: Vito Vincenti

Address: 55 Eldersfields Road

Manhasset, New York

Treasurer: Robert Checca

Address: 19 Lebritton Street

Locust Valley, New York

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. Executive Vice President

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

FILED
98 DEC 15 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

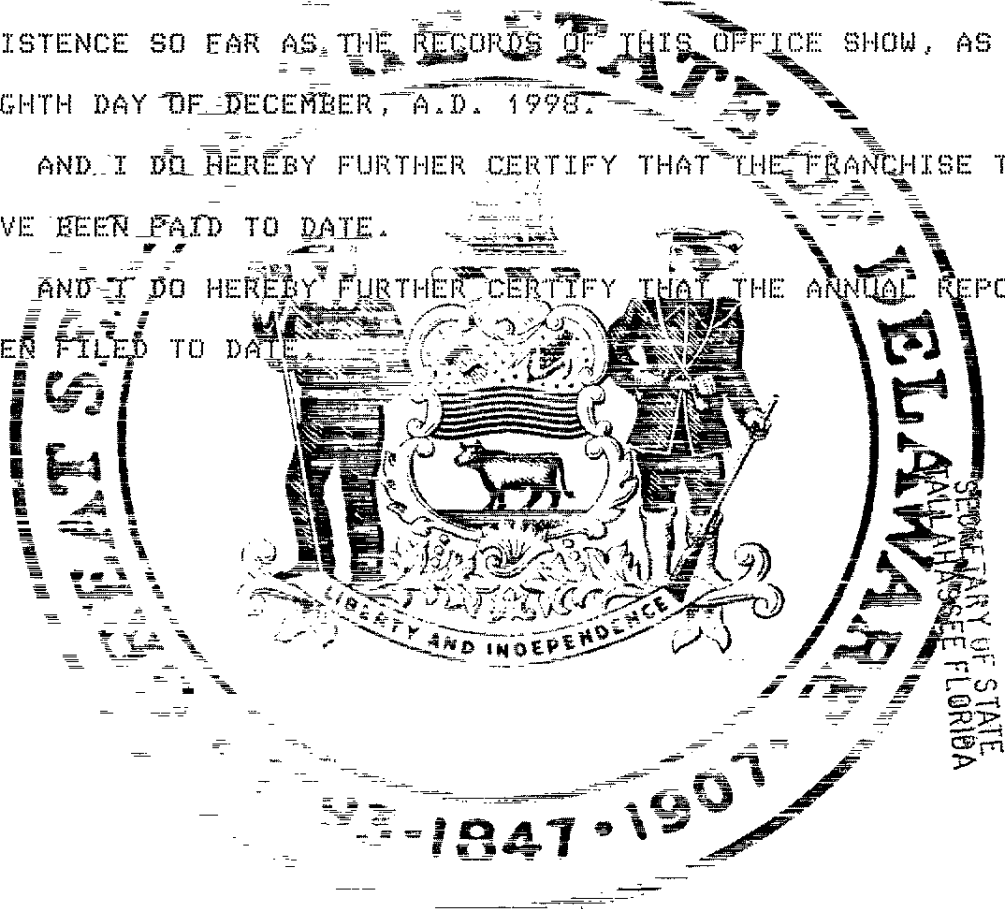
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEMEDIA INTERNATIONAL U.S.A., 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 EIGHTH DAY OF DECEMBER, 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 ANNUAL REPORTS HAVE BEEN FILED TO DATE.



98 DEC 15 AM 11:51

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

0943260 8300

981470956

AUTHENTICATION: 9447585

DATE: 12-08-98