

**F98000007151**

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: FairCall Corporation

(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:

David Ellerstein

(Name of Person)

FairCall Corporation

(Firm/Company)

40 NE 7th Avenue, 3rd Floor

(Address)

Delray Beach, Florida 33483

(City/State/Zip)

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-12/31/98--01046--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

David Ellerstein

at ( 561 ) 278-1130

(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

Hx 12/31

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.*

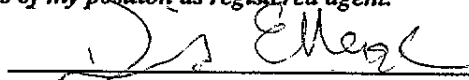
1. FairCall Corporation  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. 52 187 3855  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 12, 1993 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 4, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. FairCall Corporation  
40 NE 7th Ave., 3rd Fl., Delray Beach, FL 33483  
(Current mailing address)

8. 1. To engage in the development, marketing and sale of debit calling cards; and \* see below  
(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)  
David Ellerstein  
Name: c/o FairCall Corporation

Office Address: 40 NE 7th Ave, 3rd Fl.  
Delray Beach, Florida, 33483  
(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.

\*2. To engage in any other lawful purpose and/or business and do anything permitted by section 2-103 of the Corporations and Associations Article of Annotated Code of Maryland, as amended from time to time.

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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: David N. Ellerstein

Address: 40 NE 7th Avenue, Third Floor, Delray Beach, Florida 33483

Vice Chairman: Anthony S. Turner

Address: 40 NE 7th Avenue, Third Floor, Delray Beach, Florida 33483

Director: Frederick B. Miles

Address: 3118 S. Hwy 14, Greenville, SC 29615

Director: Carroll Gray

Address: 133 Defense Hwy., Suite 201, Annapolis, MD 21401

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

President: David Ellerstein

Address: 40 NE 7th Avenue, Third Floor, Delray Beach, Florida 33483

Vice President: Anthony S. Turner

Address: 40 NE 7th Avenue, Third Floor, Delray Beach, Florida, 33483


Secretary: Frederick B. Miles

Address: 3118 S. Hwy 14, Greenville, SC 29615

Treasurer: Carroll Gray

Address: 133 Defense Hwy, Suite 201, Annapolis, MD 21401

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. David N. Ellerstein, Chairman and President  
(Typed or printed name and capacity of person signing application)

# STATE OF MARYLAND

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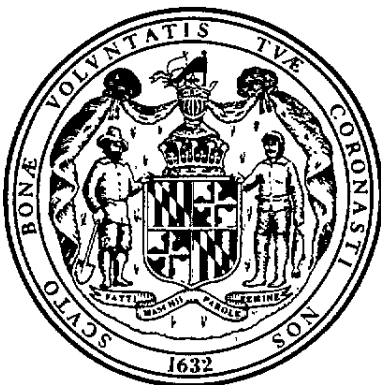
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FAIRCALL CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 28TH DAY OF DECEMBER, 1998.

*Gloria J. Watson*  
GLORIA J. WATSON  
OFFICE SUPERVISOR II