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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GTC Telecom

(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:

Charlotte Lacey

(Name of Person)

Lance J.M. Steinhart Attorney at Law

(Firm/Company)

6455 E. Johns Crossing, Suite 285

(Address)

Duluth, Georgia 30097

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Charlotte Lacey

(Name of Person)

at (770) 232-9200

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

Lance J.M. Steinhart

Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

February 3, 1999

VIA OVERNIGHT DELIVERY

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Certificate of Authority for GTC Telecom

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Nevada Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above in the preaddressed, prepaid envelope I have provided. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures
cc: Paul Sandhu

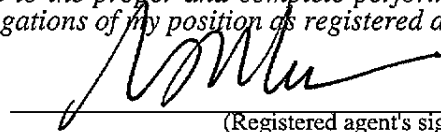
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. GTC Telecom, 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. Nevada
(State or country under the law of which it is incorporated)
3. 88-0318264
(FEI number, if applicable)
4. 5/17/94
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3151 Airway Avenue, Suite P-3
Costa Mesa, CA 92626
(Current mailing address)
8. to provide telecommunications services
(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: Richard A. Murdoch, Esq.
Office Address: 980 N. Federal Hwy, Ste 410
Boca Raton, Florida, 33432
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Paul Sandhu

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

Director: Clay Whitehead

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

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

President: Paul Sandhu

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

Vice President: Eric Clemons

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

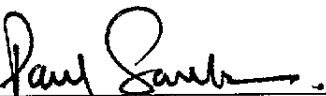
Secretary: Eric Clemons

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

Treasurer: Jerry DeCiccio

Address: 3151 Airway Ave, Ste P-3
Costa Mesa, CA 92626

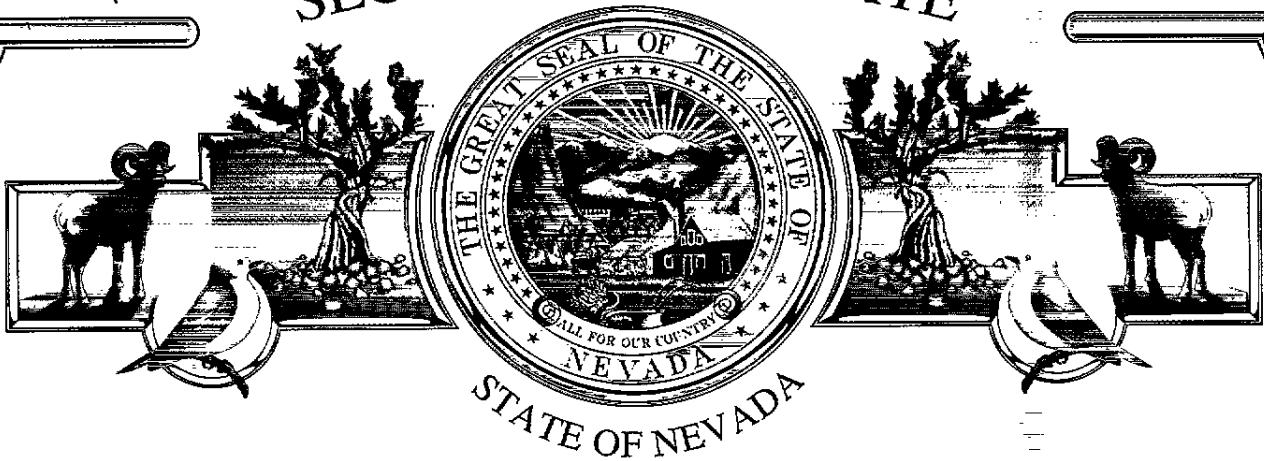
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Paul Sandhu CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GTC TELECOM**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 17, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 29, 1999.



By

Secretary of State

Certification Clerk

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TALLAHASSEE FLORIDA