

F99-1584

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March 16, 1999

Florida Secretary of State
Attn: Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002813588-5
-03/22/99--01104--016
*****70.00 *****70.00

Re: Application to Transact Business in Florida

To Whom It May Concern:

Enclosed please find the following with respect to Phone-Link, Inc.'s application to transact business in Florida:

1. Completed application and transmittal letter;
2. Certificate of Existence from the Commonwealth of Kentucky; and
3. A check in the amount of \$70.00 for the filing fee.

Please contact me at the above telephone number or address if there are any questions regarding this application. Thank you in advance for your assistance in this matter.

Sincerely,

F99-1584

HALL, RENDER, KILLIAN, HEATH & LYMAN, P.S.C.

Tim A. McGeath

Timothy A. McGeath
Law Clerk

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Enclosures

FILED
99 MAR 25 PM 12:04
TALLAHASSEE FLORIDA
3/25

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Phone-Link, 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:

Annette Lee

(Name of Person)

Phone-Link, Inc.

(Firm/Company)

230 Yager Avenue, Suite 3

(Address)

LaGrange, KY 40031

(City/State/Zip)

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

Timothy A. McGeath at (317) 977-1451

(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

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

MAR - 9 1999

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. Phone-Link, 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. Kentucky 3. 31-1562677
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 20, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 230 Yager Avenue, Suite 3
LaGrange, KY 40031
(Current mailing address)
8. Resale of local telephone service (prepaid local phone service)
(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: Stanley P. Siwek / c/o North American Lending
Office Address: 2204 N. Citrus Blvd #10B
Leesburg, Florida, Florida, 34748
(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.

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: Annette Lee

Address: 230 Yager Avenue, Suite 3

LaGrange, KY 40031

Director: _____

Address: _____

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

President: Dennis Landgraf

Address: 230 Yager Avenue, Suite 3

LaGrange, KY 40031

Vice President: Santiago Santa Cruz

Address: 230 Yager Avenue, Suite 3

LaGrange, KY 40031

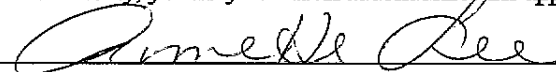
Secretary: _____

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. Vice President, Director of Operations
(Typed or printed name and capacity of person signing application)

FILED
99 MAR 25 PM 12:04
TALLAHASSEE FLORIDA



John Y. Brown III
Secretary of State
Certificate of Existence

FILED
99 MAR 25 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

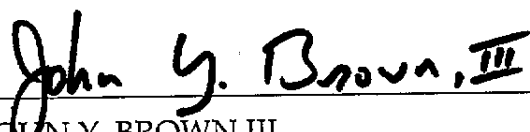
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

PHONE-LINK, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is August 20, 1997 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 8th day of March, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Tmorgan/0437429