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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-04/13/99--01034--001
*****70.00 *****70.00

SUBJECT: RDST, 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:

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)

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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

**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. RDST, 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. Texas
(State or country under the law of which it is incorporated)
3. 75-2777065
(FEI number, if applicable)
4. 6/5/98
(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. 8100 Jetstar Drive, Suite 100
Irving, TX 75063
(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: Roger D. Bryant

Address: 8100 Jetstar Drive, Suite 100

Irving, TX 75063

Director: _____

Address: _____

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

President: Roger D. Bryant

Address: 8100 Jetstar Drive, Suite 100

Irving, TX 75063

Vice President: Debra L. Burgess

Address: 8100 Jetstar Drive, Suite 100

Irving, TX 75063

Secretary: Debra L. Burgess

Address: 8100 Jetstar Drive, Suite 100

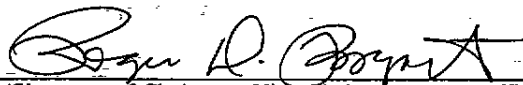
Irving, TX 75063

Treasurer: Debra L. Burgess

Address: 8100 Jetstar Drive, Suite 100

Irving, TX 75063

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. Roger D. Bryant CEO/President/Asst. Secretary
(Typed or printed name and capacity of person signing application)

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FL



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

RDST, INC.
File No. 1493294

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 30, 1999.*

Elton Bomer
Secretary of State

BAM