

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Global Time, 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:

Nicole Hamilton

(Name of Person)

Telecom Compliance Services, Inc.

(Firm/Company)

6455 E. Johns Crossing, Suite 285

(Address)

Duluth, Georgia 30097

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Nicole Hamilton

(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

April 20, 1999

VIA OVERNIGHT DELIVERY

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

Re: Certificate of Authority for Global Time, Inc.

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 Delaware Secretary of State; and
3. A check in the amount of \$70.00 payable to the Delaware 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,



Nicole Hamilton
Assistant to Lance J.M. Steinhart

Enclosures
cc: Eric Lamothe

**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. **Global Time, 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. **94-3316865**

(FEI number, if applicable)

4. **12/8/98**

(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. **500 Airport Boulevard, Suite 340, Burlingame, CA 90410**

(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 acceptable)**

Name: **Richard A. Murdoch, Esq.**

Office Address: **980 N. Federal Hwy, Ste 410**

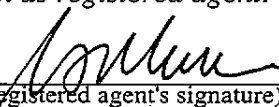
Boca Raton

, 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: Howard Neckowitz

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

Vice Chairman: Gail Granton

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Howard Neckowitz

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

Vice President: Thomas Murphy

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

Secretary: Gail Granton

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

Treasurer: Gail Granton

Address: 500 Airport Boulevard, Suite 340, Burlingame, CA 90410

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

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

14. Thomas J. Murphy Jr. Exec VP Global Networks
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL TIME, 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 TWENTY-THIRD DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLOBAL TIME, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9644803

DATE: 03-23-99