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ACCOUNT NO. : 072100000032

REFERENCE : 217428 87448A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguet

ORDER DATE : April 26, 1999

ORDER TIME : 2:37 PM

ORDER NO. : 217428-010

700002870317--4

CUSTOMER NO: 87448A

CUSTOMER: Mr. S. K. Mohan
United Technological Systems,
8111 Lbj Freeway
Suite 1100
Dallas, TX 75251

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: UNITED TECHNOLOGICAL SYSTEMS,
INC.

XXXX QUALIFICATION (TYPE: CO)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 11 PM 1:45

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

AS/11/99

**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. United Technological Systems, 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. 75-2462658
(FEI number, if applicable)
4. January 7, 1993
(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. 8111 LBJ Freeway, Suite 1100
Dallas, Texas 75251
(Current mailing address)
8. Remarket 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(Zip Code) CT

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.

Corporation Service Company

By: Michael J. Powell

(Registered agent's signature)

Michael J. Powell, Asst. V. President

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

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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: S. K. Mohan

Address: 8111 LBJ Freeway, Suite 1100
Dallas, TX 75257

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: S. K. Mohan

Address: 8111 LBJ Freeway, Suite 1100
Dallas, TX 75257

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

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

14. S.K. Mohan - Chairman, CEO, President ;
(Typed or printed name and capacity of person signing application)



The State of Texas

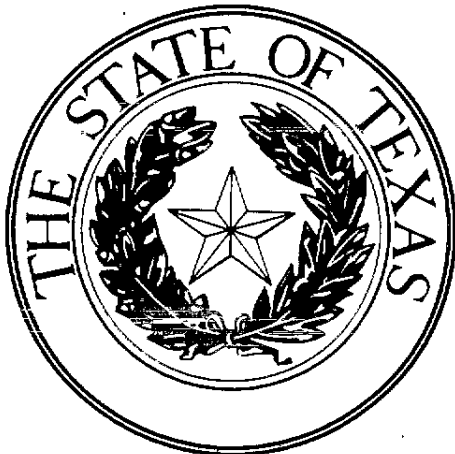
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

UNITED TECHNOLOGICAL SYSTEMS, INC.
File No. 1255229

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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AUSTIN, TEXAS



*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 April 28, 1999.*



Elton Bomer
Secretary of State

BAM