

F990000002981



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 267647 4324233

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 8, 1999

ORDER TIME : 9:27 AM

ORDER NO. : 267647-005

CUSTOMER NO: 4324233

CUSTOMER: David Langner, Esq
Siller Wilk Llp
747 Third Ave.
38th Fl.
New York, NY 10017

FOREIGN FILINGS

NAME: ZCONNEXX AMERICA, INC.

200002900462--7

-05/10/99-01025-021

*****78.75 *****78.75

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED

99 JUN 10 AM 10:44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 10 PM 12:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AL JUN 10 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. ZCONNEXX AMERICA, 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. 65-0923227

(FEI number, if applicable)

4. 4-29-99

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 5-3-99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 751 Park of Commerce Dr. #112.

Boca Raton, FL 33487

(Current mailing address)

8. To engage in any lawful business activity.

(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: Corporation Service Company

Office Address: 1201 Hays St.

Tallahassee, Florida, 32301

(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.

By: Sylvia M. White

(Registered agent's signature)
Sylvia M. White, Authorized Representative

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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Benjamin Swirsky

Address: 250 Consumers Rd. #509

Toronto, Canada M2J 4V6

Vice Chairman: N/A

Address:

Director: Anthony Goldstein

Address: (As Above)

Director: John Pozios

Address: (As Above)

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

President: John Pozios

Address: (As Above)

CEO

Vice President: Benjamin Swirsky

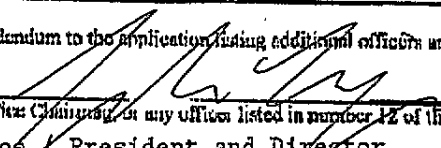
Address: (As Above)

Secretary: John Pozios

Address: (As Above)

Treasurer: Anthony Goldstein

Address: (As Above)

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. John Pozios / President and Director

(Typed or printed name and capacity of person signing application)

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZCONNEXX AMERICA, 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 NINTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZCONNEXX AMERICA, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 10 PM 12:32



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9792874

DATE:

06-09-99