

F99000004202



ACCOUNT NO. : 072100000032

REFERENCE : 337603 4325313

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. P.

ORDER DATE : August 11, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 337603-005

CUSTOMER NO: 4325313

CUSTOMER: Damion Edwards, Legal Asst
Klein, Zelman, Rothermel &
485 Madison Avenue
15th Floor
New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 AM 11:04

FOREIGN FILINGS

NAME: ALL-IN-ONE TELECOM, INC. *(t)*

300002959593-8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

BY 8/13/99

RECEIVED
99 AUG 13 PM 12:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.*

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1. All-In-One Telcom, 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. 59-3591046

(FEI number, if applicable)

4. July 7, 1999

(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. 238 E. Davis Blvd., Ste. #206-D

Tampa, FL 33606

(Current mailing address)

8. Internet and Telecommunications Enterprises.

(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 Street

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: Vicki Schieber Aust, V.P.

(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: Thomas Arcese

Address: 238 E. Davis Blvd., Ste. #206-D

Tampa, FL 33606

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas Arcese

Address: 238-E. Davis Blvd., Ste. #206-D

Tampa, FL 33606

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Thomas Arcese

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Arcese, President
(Typed or printed name and capacity of person signing application)

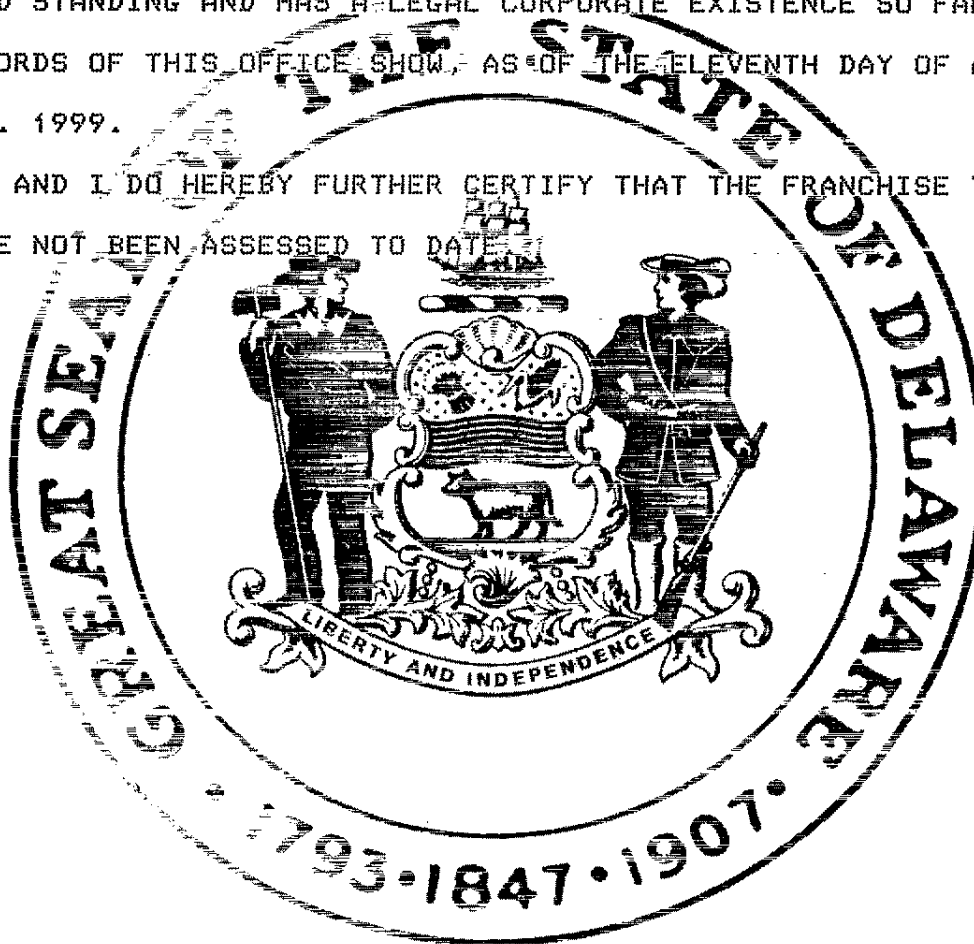
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DIVISION OF CORPORATIONS
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALL-IN-ONE TELCOM, 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 ELEVENTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
29 AUG 13 AM 11:04



Edward J. Freel

Edward J. Freel, Secretary of State

3066695 8300

991332955

AUTHENTICATION: 9915410

DATE: 08-11-99