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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Genesis Communications International Inc.

☐ Walk In

☐ Pick Up Time

☐ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☒	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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98 OCT 20 PM 12:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____

BK 10/20/99

**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. Genesis Communications International, 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. California
(State or country under the law of which it is incorporated)
3. 33-0659638
(FEI number, if applicable)
4. March 16, 1995
(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. 11995 El Camino Real, Suite 102, San Diego, CA 92130

(Current mailing address)

8. To provide telephone service
(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)

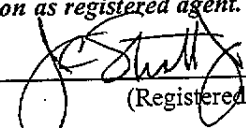
Name: HIO CORPORATE SERVICES, INC.

Office Address: 526 E. Park Ave., Suite 200

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. HIO CORPORATE SERVICES, INC.


ITS PRESIDENT
(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: (See attached)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: (See attached)

Address:

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

14. Derek M. Gietzen, President/CEO
(Typed or printed name and capacity of person signing application)

Genesis Communications
Directors

Name	Address
Derek M. Gietzen	11995 El Camino Real Suite 102 San Diego, CA 92024
Thalia R. Gietzen	11995 El Camino Real Suite 102 San Diego, CA 92024

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Genesis Communications
Officers

Name	Title	Address
Derek M. Gietzen	President/CEO	11995 El Camino Real Suite 102 San Diego, CA 92024
Thalia R. Gietzen	Chief Financial Officers	11995 El Camino Real Suite 102 San Diego, CA 92024
Mary Anne Kremicki	VP Corporate Finance	11995 El Camino Real Suite 102 San Diego, CA 92024

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 16th day of March, 19 95,

GENESIS COMMUNICATIONS INTERNATIONAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

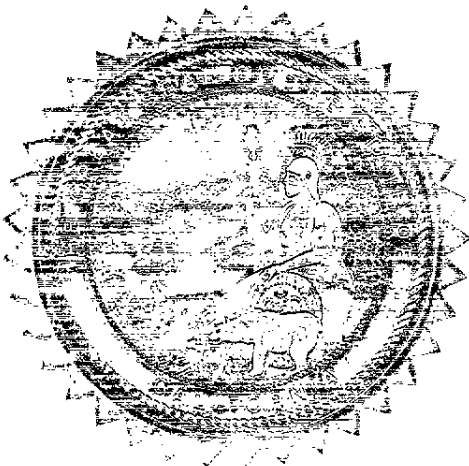
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

October 15, 1999



Bill Jones

Secretary of State