



THE UNITED STATES
CORPORATION
COMPANY

F99000005696

ACCOUNT NO. : 072100000032

REFERENCE : 445157 7162808

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : October 29, 1999

ORDER TIME : 1:04 PM

ORDER NO. : 445157-005

100003034041--7

CUSTOMER NO: 7162808

CUSTOMER: Mr. David Halpern
Mr. David Halpern
Suite 203
2499 Glades Road
Boca Raton, FL 33431

FOREIGN FILINGS

NAME: COM2NET, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 NOV -3 PM 3:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
99 NOV -3 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALL HARBOR, NEW YORK

hpc
11/3/99

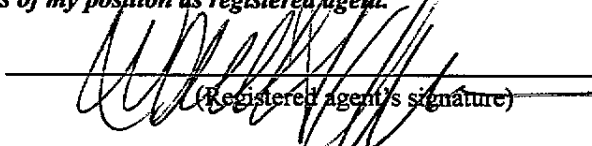
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. com2net Incorporated
(Name of corporation; it 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 4 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 225 Golden Beach Blvd.
(Principal office address)
b. Golden Beach FL 33160
(Current mailing address)
8. telecommunications provider
(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: David Halpern
Office Address: 4164 Inverrary Blvd Ste 207
Lauderhill, Florida 33191
(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.

FILED STATE
SECRETARY OF
CORPORATIONS
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SYLWIN GRINMAN

Address: 225 GOLDEN BEACH DR.
GOLDEN BEACH FL 33160

Vice Chairman: ARIK MEIMOUN

Address: 3000 ISLAND BLVD. APT 2001
MIAMI, FL 33160

Director: HENRY DOIBAN

Address: 527 THIRD AVE., STE 122
NEW YORK, NY 10016

Director: ALAN LABINER

Address: 527 THIRD AVE., STE 122
NEW YORK, NY 10016

B. OFFICERS

President: SYLWIN GRINMAN

Address: 225 GOLDEN BEACH DR.
GOLDEN BEACH, FL 33160

Vice President: ARIK MEIMOUN

Address: 3000 ISLAND BLVD., APT 2001
MIAMI, FL 33160

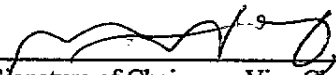
Secretary: HENRY DOIBAN

Address: 527 THIRD AVE., STE 122
NEW YORK, NY 10016

Treasurer: ALAN LABINER

Address: 527 THIRD AVE., STE 122
NEW YORK, NY 10016

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

13.  VICE CHAIRMAN

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

14. ARIK MEIMOUN, Vice Chairman

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

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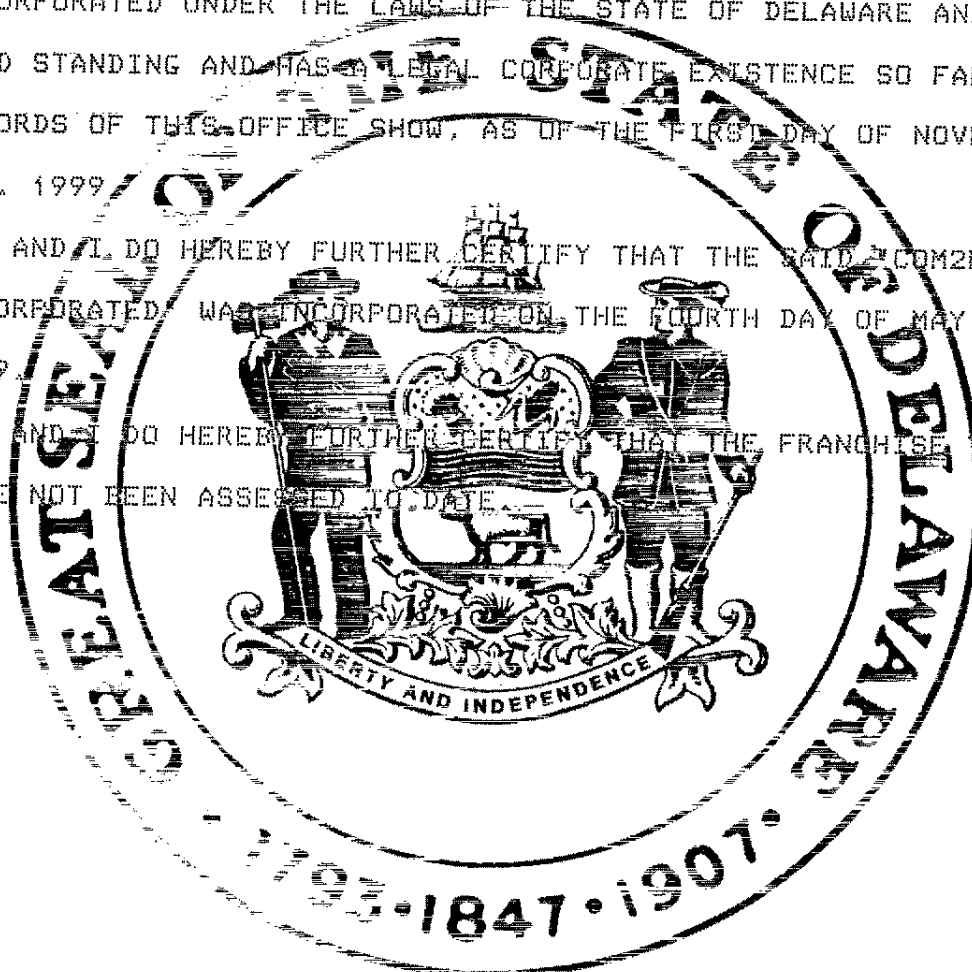
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COM2NET INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COM2NET INCORPORATED" WAS INCORPORATED ON THE FOURTH DAY OF MAY, A.D. 1999.

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



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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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11-01-99