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Florida Department of State

Division of Corporations
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Division of Corporations
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From:

Jennifer Riddle
Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
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Client code: IPA1-1

FOREIGN PROFIT QUALIFICATION

IPAXS Corporation

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Nov. 29. 1999 4:10PM BUSH ROSS ET AL

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CLERK OF SUPERIOR COURT

**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. IPAXS CORPORATION

(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. 59-3462851

(FEI number, if applicable)

4. June 27, 1997

(Date of incorporation)

5. perpetual

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

6. AUGUST 1998

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

7. 6301 Benjamin Road, Suite 101Tampa, Florida 33634

(Current mailing address)

8. IPAXS provides technology and services to implement real-time, voice and simultaneous data transmission over network communications.

(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: Randy K. SternsOffice Address: 220 South Franklin StreetTampaFlorida, 33602

(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.

Randy K. Sterns
(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)

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

Chairman: Mohsen Behnam

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

Vice Chairman: Mohsen Behnam

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

Director: Haysam Rachid

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

Director: Rafael Zambrano

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

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

President: Mohsen Behnam

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

Vice President: Mohsen Behnam

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

Secretary: Kevin McKeon

Address: 6301 Benjamin Road, Suite 101

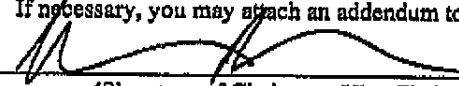
Tampa, Florida 33634

Treasurer: Kevin McKeon

Address: 6301 Benjamin Road, Suite 101

Tampa, Florida 33634

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. Mohsen Behnam, Chairman
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO THE APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO DO BUSINESS IN FLORIDA**

Section B. Officers (continued)

Vice President: Haysam Rachid
6301 Benjamin Road, Suite 101
Tampa, FL 33634

Vice President: Rafael Zambrano
6301 Benjamin Road, Suite 101
Tampa, FL 33634

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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 "IPAXS CORPORATION" 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0086623

DATE:

11-17-99

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