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Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30155

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 28 PM 12:48

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

March 17, 1997

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002127413--6
-03/28/97-01039-001
***140.00 ***140.00

Re: Certificate of Authority for Nations Telecom, LLC

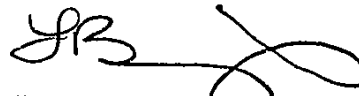
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Limited Liability Company;
2. One Certificate of Existence issued by the New York Department of State; and
3. A check in the amount of \$140.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

If you have any questions regarding this filing or the enclosed documents, or if you require additional information, please contact me.

Sincerely,


Lynn Burlingame
Paralegal

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater/Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

Enclosures

cc: Mr. Zalmen Ashkenazi

3-28

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Nations Telecom, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. New York

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 11-3325734

(FEI number, if applicable)

4. 05/29/96

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist, or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1301 51st Street

Brooklyn, NY 11219

(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Zalmen Ashkenazi

MGR
President

1301 51st Street

Brooklyn, NY 11219

Kohn Holding Corp.

MGRM

c/o Silverberg, Stonehill &

Goldsmith, PC

ATTN: Harvey Haber

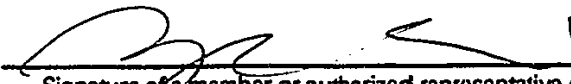
111 W. 40th Street
New York, NY 10018

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Nations
Telecom, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 401,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 401,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Nations Telecom, LLC

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** acceptable)

Plantation, Florida 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary R. Adams
(Signature)

Mary R. Adams, Assistant Secretary

3/27/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York | **ss:**
Department of State


I hereby certify, that NATIONS TELECOM LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 05/29/1996, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of of NATIONS TELECOM LLC was filed on 02/10/1997.

A Certificate of Affidavit of Publication of of NATIONS TELECOM LLC was filed on 02/10/1997.

The limited liability company has filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of March
one thousand nine hundred and
ninety seven.



Special Deputy Secretary of State

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