



THE UNITED STATES
CORPORATION
COMPANY

M9 7000000458

ACCOUNT NO. : 072100000032

REFERENCE : 476752 151289A

AUTHORIZATION :

Patricia P. [initials]

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 2:23

ORDER DATE : July 28, 1997

ORDER TIME : 11:49 AM

ORDER NO. : 476752-010

CUSTOMER NO: 151289A

CUSTOMER: Mr. Sean Biddiscombe
PERSONAL COMMUNICATIONS GROUP, 500002249005--1
INC.
Suite 300
2401 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: COLORADO WEBTEL, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: *[initials]*

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97 JUL 29 PM 1:13
DIVISION OF CORPORATIONS

7/28/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1997

CHARLES EARNEST
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: COLORADO WEBTEL, L.L.C.
Ref. Number: W97000017313

We have received your document for COLORADO WEBTEL, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The actual name of the company with its "L.L.C." suffix should be listed throughout the application. Florida DOES NOW accept the "L.L.C." suffix on foreign companies.

ALSO, in addition to the application documents the company must submit a CERTIFICATE OF EXISTENCE from COLORADO. The certificate must be original - i.e. not photocopied - and dated within the past 90 days.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 997A00037962

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97 JUL 30 PM 1:10
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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:

COLORADO WEBTEL, L.L.C.

1. COLORADO WEBTEL L.L.C.
(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. COLORADO 3. 84-1374297
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 1-23-97 5. 2027
(Date of Organization) (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. 2401 E. ATLANTIC BLVD SUITE 300
POMPANO BEACH, FL. 33062
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)


NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>SEAN B. JARVISCOMBE</u>	<u>MGRM</u>	<u>DAVID DECKEN</u>	<u>MGRM</u>
<u>2401 E ATLANTIC BLVD</u>		<u>2401 E ATLANTIC</u>	
<u>SUITE 300</u>		<u>SUITE 300</u>	
<u>POMPANO BEACH FL. 33062</u>		<u>POMPANO BEACH FL. 33062</u>	
_____		_____	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Colorado webtel, 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 \$100,000
- 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 amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above. \$200,000
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$100,000 or more or less


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.)

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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: COLORADO WEBSTER, L.C.

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

SEAN Biddiscombe
(Name)
2401 E. ATLANTIC BLVD Suite 300
(P.O. Box not acceptable)
POMPANO BEACH, FL 33062
(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.

Sean Biddiscombe
(Signature)

7-25-97
(Date)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 2:23

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

COLORADO WEBTEL, L.L.C.
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971010917 WAS FILED IN THIS OFFICE ON January 23, 1997
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 17, 1997

Victoria Buckley

SECRETARY OF STATE