



U.S. PAYTEL
AMERICA'S CHOICE

m98000000200

February 25, 1998

To whom it may concern:

Please accept this as my application for a Foreign Limited Liability Company to transact business in the state of Florida. The official name of the LLC is U.S. Paytel Optima LLC.

Sincerely,

Paul F. Joyce

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-02/26/98-01044-001
****285.00 ****285.00

FILED
98 FEB 26 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

1. U.S. Patel Optima 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.)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0812984
(FEI number, if applicable)
4. Feb 20 1998
(Date of Organization)
5. 2028
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Expected to begin in April of 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11,000 Prosperity Farms Rd #301
Palmdale, CA 93541
(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>Paul Joyce</u>	<u>Managing Member</u>	_____	_____
<u>11,000 Prosperity Farms Rd #301</u>		_____	
<u>Palmdale, CA 93541</u>		_____	
<u>Charles Cook</u>	<u>Managing Member</u>	_____	_____
<u>11,000 Prosperity Farms Rd #301</u>		_____	
<u>Palmdale, CA 93541</u>		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

FILED
 98 FEB 26 PM 5
 CLERK OF THE COURT
 JUDICIAL CIRCUIT IN AND FOR
 THE NINTH JUDICIAL CIRCUIT
 IN FLORIDA

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

The undersigned member or authorized representative of a member of U.S. Paytel
optima LLC certifies:

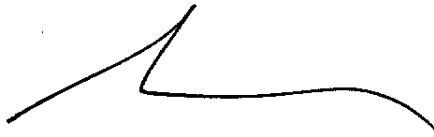
1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 1,000,000.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
(A description of the property is attached and made a part hereto.)
and

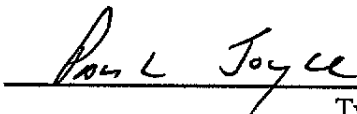
4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000,000.

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)



Typed or printed name of signee

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SECRET
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and 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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

U.S. paytel options LLC

2. The name and the Florida street address of the registered agent and office are:

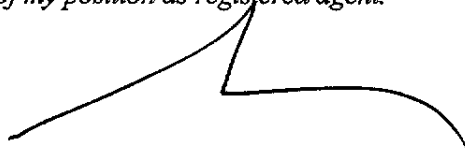
Paul Joyce
(Name)

11,000 Prosperity Farms Rd.
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach Gardens FL 33410
City/State/Zip

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

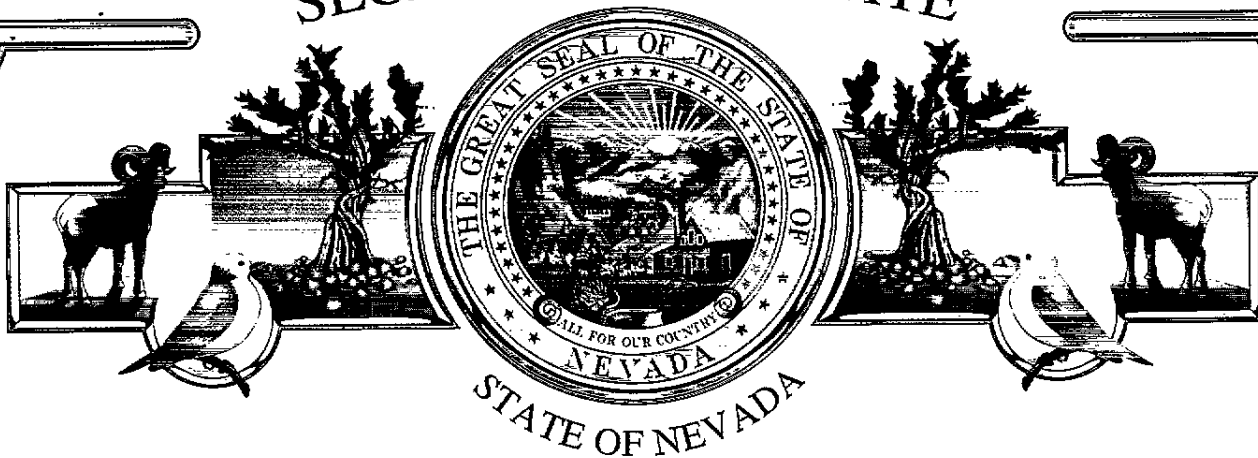
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **U.S. PAYTEL OPTIMA, L.L.C.**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 20, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 23, 1998.



Dean Heller

Secretary of State

By *Andrea Pestana*

Certification Clerk