

F00000007105

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M 5 Networks Inc.
(Name of corporation - must include suffix)

MJH

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

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*****78.75 *****78.75

Please return all correspondence concerning this matter to the following:

Phillip Kim
(Name of Person)

M 5 Networks, Inc.
(Firm/Company)

90 Alton Rd. #2603
(Address)

Miami Beach FL 33139
(City/State and Zip code)

For further information concerning this matter, please call:

Phillip Kim at (305) 604-9256
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00 DEC 18 AM 9:29
REGISTRATION SECTION
DIVISION OF CORPORATIONS

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. MS Networks Inc. (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. 13-4120189 (FEI number, if applicable)

4. 5/18/00 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 12/1/00 (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. 90 Alton Rd. #2603 Miami Beach, FL 33139 (Principal office address)

90 Alton Rd. #2603 Miami Beach, FL 33139 (Current mailing address)

8. Telecommunications (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: Phillip Kim

Office Address: 90 Alton Rd. #2603

Miami Beach, Florida 33139 (City) (Zip code)

00 DEC 18 AM 9:29 DEPARTMENT OF STATE DIVISION OF CORPORATIONS

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.

x [Signature] (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Phillip Kim
Address: 90 Alton Rd. Miami Beach FL 33139

Vice Chairman: Scott Anderson
Address: 97 Lexington Ave. #5A
New York, NY 10016

Director: Michael Erde
Address: 9-01-44th Drive Long Island City, NY 11101

Director: _____
Address: _____

B. OFFICERS

President: Scott Anderson
Address: 97 Lexington Ave #5A
New York, NY 10016

Vice President: Phillip Kim
Address: 90 Alton Rd. #2603
Miami Beach, FL 33139

Secretary: Michael Erde
Address: 9-01-44th Drive Long Island City NY 11101

Treasurer: _____
Address: _____

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

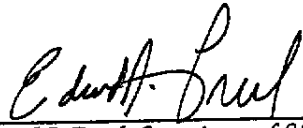
13. X Phl C
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Phillip Kim, Chairman
(Typed or printed name and capacity of person signing application)

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 "M5 NETWORKS, INC." 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 TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0814117

DATE: 11-28-00