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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

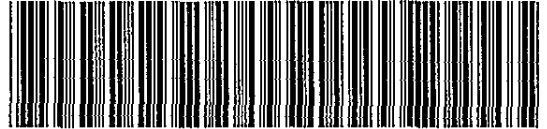
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@thlglaw.com

Management Consulting Group
GTC Consultants, Inc.
(703) 714-1307 (Telephone)

Writer's Direct Dial Number
(703) 714-1300

Writer's E-mail Address
mail@thlglaw.com

March 3, 2003

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32301

*Re: Application for Certificate of Authority
Application for Registration of Fictitious Name*

Dear Sir or Madam:

Enclosed please find a completed Application for Certificate of Authority being submitted for and on behalf of **Buyers United, Inc.** Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State in order to cover the fee associated with this application, and a Certificate of Existence issued by the State of Delaware, the applicant's place of domicile.

Enclosed also are two applications for registration of fictitious names, along with two checks, each in the amount of \$50.00 payable to the Secretary of State which covers the filing fees associated with these registrations.

Please direct all inquiries or correspondence, and the Certificate to the attention of the undersigned. Thank you.

Sincerely,


Jane M. Helein-Scott
Legal Assistant

Enclosures

cc: Ms. Kimm Partridge

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Buyers United, Inc.
(Name of corporation - must include suffix)

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.

Please return all correspondence concerning this matter to the following:

Jane M. Scott
(Name of Person)
The Helein Law Group, P.C.
(Firm/Company)
8180 Greensboro Dr., Suite 700
(Address)
McLean, VA 22102
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Jane M. Scott at (703) 714-1300
(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

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. Buyers United, 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 3. 87-0528557
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 9, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 14870 South Pony Express Road
(Principal office address)

Bluffdale, UT 84065
(Current mailing address)

8. Telecommunications Services
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.

Edward Hand - Asst Secretary
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ted Stern
Address: 14870 South Pony Express Road
Bluffdale, UT 84065

Vice Chairman: Paul Jarman
Address: 14870 South Pony Express Road
Bluffdale, UT 84065

Director: Gary Smith
Address: 14870 South Pony Express Road
Bluffdale, UT 84065

Director: Steve Barnett + Edward Dallin Bagley
Address: 14870 South Pony Express Rd.
Bluffdale, UT 84065

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B. OFFICERS

President: Paul Jarman
Address: 14870 South Pony Express Road
Bluffdale, UT 84065

Vice President: G. Douglas Smith and Kenneth D. Kroque
Address: 14870 South Pony Express Road
Bluffdale, UT 84065

Secretary: _____

Address: _____

Treasurer: Paul Jarman
Address: 14870 South Pony Express Road, Bluffdale, UT 84065

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

13. Paul Jarman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

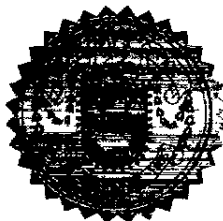
14. _____
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUYERS UNITED, 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 FOURTEENTH DAY OF FEBRUARY, A.D. 2003.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2259520

DATE: 02-14-03