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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 126202 7114043
AUTHORIZATION : *Patricia Puyitt*
COST LIMIT : \$ 70.00

ORDER DATE : October 21, 1996

ORDER TIME : 12:01 PM

ORDER NO. : 126202-015

CUSTOMER NO: 7114043

700001990097--8

CUSTOMER: Mr. Michael Mlinar
Communications Consulting
1374 Danielson Road

Santa Barbara, CA 93108

FOREIGN FILINGS

NAME: DESTINY TELECOMM
INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 30 AM 11:05

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10/30

RECEIVED
96 OCT 30 AM 8:21
DIVISION OF CORPORATION

**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. Destiny Telecomm International, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of 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 as present.)
2. California 3. 94-3226681
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 29, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 100 Hegenberger Rd, Suite 200
Oakland, CA 94621
(Current mailing address)
8. Reseller of long distance telecommunications services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Caryl K. Dole
(Registered agent 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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Randall D. Jeffers

Address: 100 Hegenberger Rd., Suite 200

Oakland, CA 94621

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Randall D. Jeffers

Address: 100 Hegenberger Rd., Suite 200

Oakland CA 94621

Vice President: _____

Address: _____

Secretary: _____

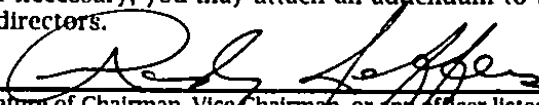
Address: _____

Treasurer: _____

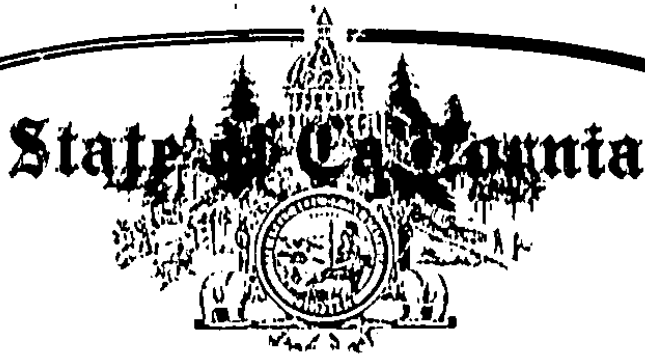
Address: _____

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

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

14. Randall D. Jeffers President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 29th day of June, 1995
DESTINY TELECOMM INTERNATIONAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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96 OCT 30 AM 10:05

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

September 27, 1996



Bill Jones

Secretary of State