

F98000005391

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GCB Communications Inc./dba Pacific Communications
(Name of corporation - must include suffix)

Dear Sir or Madam:

700002640477--5
-09/16/98--01011--004
*****70.00 *****70.00

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:

W98-21154

Lisa Thompson
(Name of Person)
Pacific Communications
(Firm/Company)
1025 E. Broadway Rd. #201
(Address)
Tempe, AZ 85282
(City/State/Zip)

9/25
98 SEP 25 PM 12:34
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Lisa Thompson at (602) 968-1700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

LISA THOMPSON
PACIFIC COMMUNICATIONS
1025 E. BROADWAY RD. #201
TEMPE, AZ 85282

SUBJECT: GCB COMMUNICATIONS INC.
Ref. Number: W98000021154

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 PM 12: 34

We have received your document for GCB COMMUNICATIONS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 998A00046927

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. GCB Communications, 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. Arizona 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01-10-98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1025 E. Broadway Rd. #201 Tempe, AZ 85282
(Current mailing address)

8. Provide payphone service
(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: Paula Mayne

Office Address: 17126 Wayzata Ct.

North Ft. Myers, Florida, 33917
(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.

Paula J. Mayne
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 PM 12:36

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Gregory C. Riggle

Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

Vice Chairman: William S. Levine

Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Gregory C. Riggle

Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

Vice President: Thomas W. Bade

Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

Secretary: William Levine

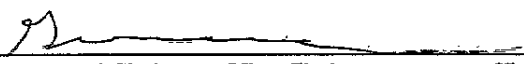
Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

Treasurer: William Levine

Address: 1025 E. Broadway Rd. #201
Tempe, AZ 85282

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 PM 12:34

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. Gregory C. Riggle, President
(Typed or printed name and capacity of person signing application)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
SECRETARY DELEGATE
DIVISION OF CORPORATE AFFAIRS
98 SEP 25 PM 12:34

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****GCB COMMUNICATIONS, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on January 14, 1991.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 3rd day of August, 1998, A. D.



Jack Rose
Executive Secretary

BY: *William Regan*