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GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

September 22, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/24/99--01042--014
*****70.00 *****70.00

Re: METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC.

Enclosed herein please find and original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named Delaware corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE SECOND FED EX ENVELOPE I HAVE ENCLOSED.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch

LAK/ss
Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. JUNE 14, 1999

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. applied for

(Federal Employer Identification number, if applicable)

6. Upon the filing of this application

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 44 WALL STREET, 14th FLOOR, NEW YORK, NEW YORK 10005

(Current mailing address)

TO PROVIDE TELECOMMUNICATION SERVICES AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED IN FLORIDA.

8. (Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:

President: _____

Address: _____

Vice President: ANDONI ECONOMOUAddress: METTEL44 WALL STREET, 14th FLOOR, NEW YORK, NY 10005

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: NationsCorp Registered Agents, Inc.Office Address: 526 E. Park AvenueTallahassee, Florida 32301

Zip Code

11. 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.

Registered agent's signature: _____

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. ANDONI ECONOMOU, VICE PRESIDENT

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

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROPOLITAN TELECOMMUNICATIONS OF FLORIDA 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

9973742

DATE:

09-17-99