

State of Idaho

Department of State

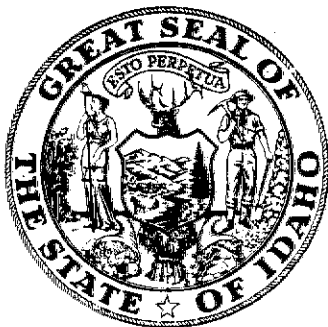
CERTIFICATE OF AUTHORITY OF

ITELSA (USA), INC.
File number C 121264

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ITELSA (USA), INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ITELSA (USA), INC. to transact business in this State under the name ITELSA (USA), INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 20, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Harold*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is iTelsa (USA), Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Florida
4. Its date of incorporation is 4/28/97 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
444 Brickell Ave., Suite 650, Miami, Florida 33131
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Telecommunications Services
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Ronald Tolliver</u>	<u>President</u>	<u>444 Brickell Avenue, Suite 650</u> <u>Miami, Florida 33131</u>
<u>D. Robert Lewis</u>	<u>Treas.</u>	<u>444 Brickell Avenue, Suite 650</u> <u>Miami, Florida 33131</u>
<u>Albert L. Weintraub</u>	<u>Director</u>	<u>444 Brickell Avenue, Suite 650</u> <u>Miami, Florida 33131</u>
<u>Robert Sklar</u>	<u>Vice President</u>	<u>444 Brickell Avenue, Suite 650</u> <u>Miami, Florida 33131</u>
<u>Claire Weintraub-Ceballos</u>	<u>Secretary</u>	<u>444 Brickell Ave., Suite 650</u> <u>Miami, Fl. 33131</u>
<u>Richard N. Bernstein</u>	<u>Assistant Secretary</u>	<u>444 Brickell Ave., Suite 650</u> <u>Miami, Fl. 33131</u>

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: August 19, 1997

iTelsa (USA), Inc.
(Corporation name)

By [Signature] President

Its President, Vice President, Secretary or Assistant Secretary
(Please specify)

10/20/1997 09:00
Secretary of State only: 79660 BH: 48331 CCAP
1 @ 100.00 = 100.00 AUTH PRO

State of Florida



Department of State

97 OCT 20 PM 2:49
SECRETARY OF STATE
STATE OF IDAHO

I certify from the records of this office that ITELSA (USA), INC., is a corporation organized under the laws of the State of Florida, filed on April 28, 1997.

The document number of this corporation is P97000037840.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1997, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of September, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State