

State of Idaho

Department of State

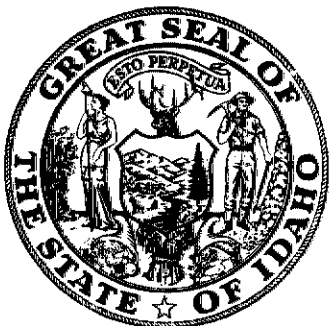
CERTIFICATE OF AUTHORITY OF

LDM SYSTEMS INC.
File number C 108136

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LDM SYSTEMS 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 LDM SYSTEMS INC. to transact business in this State under the name LDM SYSTEMS INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ma Sikel*

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SECRETARY OF STATE
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APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is LDM SYSTEMS INC.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of New York
4. The date of its incorporation is October 25, 1990 and the period of 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 254 South Main Street, New City, NY 10956
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 815 W. Washington, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Stanley W. Welsh
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Billing agency for long distance telephone services

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19941028 0900 38361 2
CK #: 64431 CUST# 22174
CORP
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Louis A. Steiner</u>	<u>Director</u>	<u>7323 Mahogany Bend Ct., Boca Raton, FL 33434</u>
<u>Irwin Schneider</u>	<u>Director</u>	<u>3 Horizon Road, Fort Lee, NJ 07024</u>
<u>Stephen Steiner</u>	<u>Director</u>	<u>3 Horizon Road, Fort Lee, NJ 07024</u>
<u>Louis A. Steiner</u>	<u>President</u>	<u>7323 Mahogany Bend Ct., Boca Raton, FL 33434</u>
<u>Irwin Schneider</u>	<u>Vice-Pres</u>	<u>3 Horizon Road, Fort Lee, NJ 07024</u>
<u>Stephen Steiner</u>	<u>Secy-Treas</u>	<u>3 Horizon Road, Fort Lee, NJ 07024</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

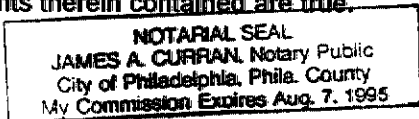
Dated: October 6, 1994

LDM SYSTEMS INC.
(Corporation name)
By [Signature] V.P.
Its President/Vice President (please specify)
and [Signature] SECY
Its Secretary/Assistant Secretary (please specify)

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

I, James A. Curran, a notary public, do hereby certify that on this 6th day of October, 19 94, personally appeared before me Irwin Schneider, who being by me first duly sworn, declared that (s)he is the Vice-President of LDM SYSTEMS INC.

that (s)he signed the foregoing documents as Vice-President of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

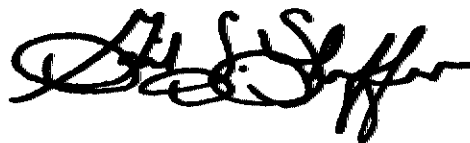
State of New York Department of State

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I hereby certify, that the certificate of incorporation of LDM SYSTEMS INC. was filed 10/25/1990, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of October
one thousand nine hundred and
ninety-four.*



Secretary of State

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