



August 10, 1995

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SECRETARY OF STATE
STATE OF IDAHO

State of Idaho
Office of the Secretary of State
State Capitol Building, Room 203
700 West Jefferson Street
Boise, Idaho 83720

#103877
Chg address

Re: Foreign Corporation Designation
Global Wats One, Inc./Global TeleMedia, Inc.

Gentlemen:

Global TeleMedia International, Inc. ("GTMI") hereby gives you notice that it has transferred the ownership of its subsidiary, Global Wats One, Inc./Global TeleMedia, Inc. along with the respective foreign corporation designations to CAT Interests Limited ("CAT") effective July 12, 1995.

Accordingly, and beginning immediately, would you kindly take note of the foregoing and mark your records accordingly. Any and all responsibilities for monthly, quarterly and/or annual reporting as required by the Secretary of State as granted under this Foreign Corporation Designation are hereby assumed by CAT, and in the event that you need to correspond with CAT you may write to them at:

CAT Interests Limited
Skye Suite, Mollford House
2 Water Street
Ramsey, Isle of Man

and

CAT Interests Limited
c/o Wilson, Elser, Moskowitz, Edelman & Dicker
100 Southeast Second Street
3800 International Place
Miami, Florida 33131
Attn: James M. Kaplan, Esq.

State of Idaho
Public Service Commission
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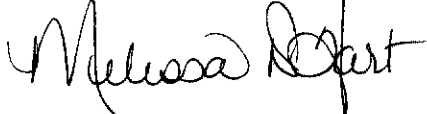
Should you require any additional information regarding this acquisition, please feel free to contact the following:

Pattinson Hayton
54-673 Inverness Way
La Quinta, California 92253
Phone: (619) 771-4500
Fax: (619) 771-4527

The officers, directors and management personnel of Global TeleMedia International, Inc. in no way make any representations to the Secretary of State regarding CAT Interests Limited and its abilities to fulfill its obligations as required by your jurisdiction. Further, any and all officers, directors and management personnel currently listed on documents pertaining to Global Wats One, Inc. are no longer valid, and we suggest that you contact CAT Interests Limited to obtain current information.

Sincerely,

GLOBAL TELEMEDIA INTERNATIONAL, INC.



Melissa D. Hart
Corporate Secretary

