

State of Idaho

Department of State

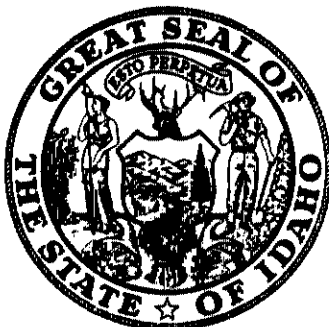
CERTIFICATE OF AUTHORITY OF

WATS INTERNATIONAL CORPORATION

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

Dated: February 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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:

- 34 FEB 23 07 10 PM 1990
1. The name of the corporation is WATS INTERNATIONAL CORPORATION
 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 Jersey
 4. The date of its incorporation is 07/16/90 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 12 Executive Campus, Suite 360, CHerry Hill, NJ 08002
 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
19940223 0900 57575 2
CK #: 62559 CUST# 22174
CORP 10 100.00= 100.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Suite 360	Address NJ 08002
<u>Gary Gomer</u>	<u>President</u>	<u>12 Executive Campus,</u>	<u>Cherry Hill</u>
<u>Charles Hornstein</u>	<u>Vice-President</u>	<u>12 Executive Campus,</u>	<u>NJ 08002</u>
<u>Charles Hornstein</u>	<u>Secretary</u>	<u>12 Executive Campus,</u>	<u>NJ 08002</u>
<u>Gary Gomer</u>	<u>Treasurer</u>	<u>12 Executive Campus,</u>	<u>NJ 08002</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: 1/28/94

WATS INTERNATIONAL CORPORATION

(Corporation name)
By [Signature] PRES.
and [Signature] SEC'Y.
Its Secretary/Assistant Secretary (please specify)

STATE OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss:

I, JAMES A. CURRAN, a notary public, do hereby certify that on
this 28TH day of JANUARY, 19 94, personally appeared before
me GARY GOMER, who being by me first duly sworn, declared that (s)he
is the PRESIDENT of WATS INTERNATIONAL CORPORATION

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

NOTARIAL SEAL
JAMES A. CURRAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 7, 1995

James A. Curran
Notary Public

RECEIVED
SEC. OF STATE

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NEW JERSEY SECRETARY OF STATE

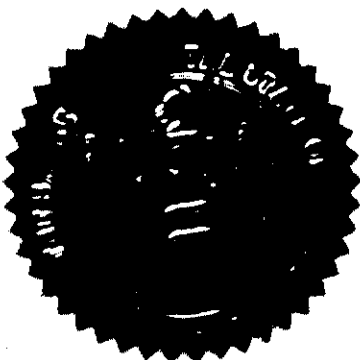
WATS INTERNATIONAL CORPORATION

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER OF THE ABOVE-NAMED CORPORATION WAS FILED IN THIS OFFICE ON JULY 16, 1990.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID CORPORATION HAS NEVER BEEN DISSOLVED BY ACTION OF ITS STOCKHOLDERS, NOR HAS ITS CHARTER BEEN VOIDED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION AND NOW CONTINUES AS AN EXISTING CORPORATION WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY, THAT THE LOCATION OF THE REGISTERED OFFICE IS
12 EXECUTIVE CAMPUS
SUITE 360
CHERRY HILL NJ 08002
AND THE REGISTERED AGENT IS GARY GOMER.

FEB. 01, 1994



Gloria R. Hooty