



CERTIFICATE OF AUTHORITY
OF

WORLD ACCESS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WORLD ACCESS, 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 WORLD ACCESS, INC.

to transact business in this State under the name WORLD ACCESS, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 17, 1984**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 World Access, Inc.

2. *The name which it shall use in Idaho is World Access, Inc.

3. It is incorporated under the laws of District of Columbia

4. The date of its incorporation is May 10, 1982 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2115 Ward Court, N.W., Suite 200, Washington, D.C. 20037

6. The address to which correspondence should be addressed, if different from that in item 5

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To provide management consulting, marketing, communications, translation and emergency transportation services.
To engage in any lawful act or activity for which corporations may be qualified under the laws of this state.

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

Name	Office	Address
<u>See attached rider</u>		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>	<u>Preferred</u>	<u>without par value</u>
<u>200</u>	<u>Common</u>	<u>\$0.50</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	Preferred	without par value
200	Common	\$0.50

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 7/3, 19 84

World Access, Inc.

By *[Signature]*
Sol Edelstein

Its _____ President

and *Benjamin W. Giuliani*
Benjamin W. Giuliani

Its _____ Secretary

~~STATE OF~~ District of)
) ss:
~~COUNTY OF~~ Columbia)

I, *Jay M. Knight*, a notary public, do hereby certify that on
this *3rd* day of *July*, 19 84, personally appeared before
me **Sol Edelstein**, who being by me first duly sworn, declared that he
is the **President** of **World Access, Inc.**

that he signed the foregoing document as **President** of the corporation and that the statements therein contained are true.

Jay M. Knight
Notary Public

My Commission Expires Oct. 31, 1984

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>	<u>TITLE</u>
Joseph P. Gamble	550 12th Street, SW Washington, DC 20024	4/9/84	Chairman of the Board
Lee W. MacGregor	1990 M Street, NW Washington, DC 20036	4/9/84	Assistant Secretary
Sol Edelstein	2115 Ward Court, NW Suite 200 Washington, DC 20037	4/9/84	President
Benjamin W. Giuliani	550 12th Street, SW Washington, DC 20024	4/9/84	Secretary
Wright B. Poffenberger	550 12th Street, SW Washington, DC 20024	4/9/84	Treasurer

DIRECTORS:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>TERM EXPIRES</u>
Joseph P. Gamble	550 12th Street, SW Washington, DC 20024	4/9/84
Lee W. MacGregor	1990 M Street, NW Washington, DC 20036	4/9/84
David H. Kestel	550 12th Street, SW Washington, DC 20024	4/9/84
Sol Edelstein	215 Ward Court, NW Suite 200 Washington, DC 20037	4/9/84
Benjamin W. Giuliani	550 12th Street, SW Washington, DC 20024	4/9/84
Wright B. Poffenberger	550 12th Street, SW Washington, DC 20024	4/9/84
Ronald P. Kaufman	901 23rd Street, NW Washington, DC 20037	4/9/84
Victor M. Brian	550 12th Street, SW Washington, DC 20024	4/9/84
Dennis S. O'Leary	901 23rd Street, NW Washington, DC 20037	4/9/84

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
Corporations Division
614 H Street, N.W.
Washington, D.C. 20001



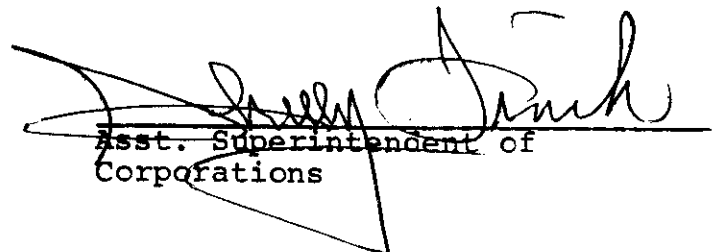
C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporation Division, on the 10th day of May, 1982, Articles of Incorporation of WORLD ACCESS, INC.

WE FURTHER CERTIFY that the above named corporation is duly incorporated and existing under and by virtue of the Code of Laws of the District of Columbia and authorized to transact business in the District of Columbia as of the date hereinafter mentioned.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 14th day of June, 1984 .

Carol B. Thompson
Director


Asst. Superintendent of
Corporations

Government of the District of Columbia
Marion Barry, Jr., Mayor
March 1984