

State of Idaho

Department of State

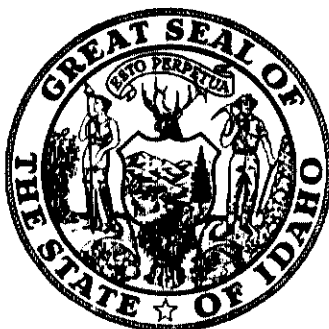
CERTIFICATE OF AUTHORITY OF

GLOBAL WATS ONE, INC.

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

Dated: November 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Nov 1 8 21 AM '93
SECRETARY OF STATE

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 Global Wats One, 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 Florida

4. The date of its incorporation is July 29, 1991 and the period of its duration,
if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
5731 Lyons View Drive, Knoxville, Tennessee 37919

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 _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed
registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

National marketing company marketing residential/commercial
long distance services as well as specialized telecommunications
services.

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

Secretary of State use only
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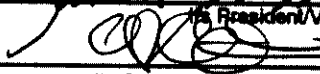
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Roderick McClain</u>	<u>CEO/Dir.</u>	<u>5731 Lyons View Dr., Knoxville, TN 37919</u>
<u>A. R. Catinella</u>	<u>Sr. VP/Dir.</u>	<u>5731 Lyons View Dr., Knoxville, TN 37919</u>
<u>Geoffrey McClain</u>	<u>Pres./Dir.</u>	<u>5731 Lyons View Dr., Knoxville, TN 37919</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: 10/29/93

By  (Corporation name)
and  Its President/Vice President (please specify)
Its Secretary/Assistant Secretary (please specify)

STATE OF Tennessee)
COUNTY OF Knox) ss:

I, Melissa D. Hart, a notary public, do hereby certify that on this 29th day of October, 19 93, personally appeared before me Roderick A. McClain, who being by me first duly sworn, declared that (s)he is the Chief Executive Officer of Global Wats One, Inc.

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

Notary Public, Knox County, Tennessee
My Commission Expires July 24, 1996.


Notary Public

State of Florida

Nov 1 8 21 AM '93
SECRETARY OF STATE



Department of State

I certify from the records of this office that GLOBAL WATS ONE, INC. is a corporation organized under the laws of the State of Florida, filed on July 29, 1991.

The document number of this corporation is S69175.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1993, that its most recent annual report was filed on September 9, 1993, 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 Capital, this the
Tenth day of September, 1993



CR2EO22 (2-91)

A handwritten signature in cursive script, reading "Jim Smith".

Jim Smith
Secretary of State