

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

MONROE BLUFF EXECUTIVE CENTER

601 MONROE STREET, SUITE 301

P. O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

TELEPHONE: (573) 634-2266

FACSIMILE: (573) 636-3306

ROBERT K. ANGSTEAD
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH
D. GREGORY STONEBARGER

January 20, 2000

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED²

JAN 20 2000

Missouri Public
Service Commission

Re: Paramount International Telecommunications, Inc. d/b/a R Network

Dear Judge Roberts:

TA-2000-455

Enclosed for filing in the above-referenced matter, please find the original and fourteen copies of an Application to provide competitive intrastate telecommunications services in Missouri and the original and five copies of a Tariff set out as Exhibit II.

If you have any questions, please advise. Thank you very much for your attention to this matter.

Sincerely,

NEWMAN, COMLEY & RUTH, P.C.

By:

Cathleen A. Martin

Cathleen A. Martin

martinc@ncrpc.com

CAM/slw

Enclosures

cc: Monique Byrnes
Office of Public Counsel

200000648

FILED²
JAN 20 2000

Missouri Public
Service Commission

BEFORE THE

PUBLIC SERVICE COMMISSION OF MISSOURI

In the Matter of the Application of)
Paramount International Telecommunications, Inc.)
d/b/a R Network)
for a Certificate of Authority)
To Provide Competitive Intrastate)
Telecommunications Services in)
Missouri)

Case No. TA-2000-455

APPLICATION

COMES NOW Paramount International Telecommunications, Inc. d/b/a R Network ("R Network") and requests a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services between and among locations within the State of Missouri, pursuant to Section 392.440, RSMo 1994¹. R Network provides the following information:

1. R Network is a corporation organized under the laws of Nevada. Its principal office is located at:

Paramount International Telecommunications, Inc. d/b/a R Network
2540 Fortune Way
Vista, CA 92083
Contact: Michael Eberle, President & Chief Executive Officer
Telephone: (760) 599-1920
Facsimile: (760) 599-1930

A copy of R Network's Articles of Incorporation and Certificate of Authority to transact business in Missouri are attached hereto as Exhibit I and incorporated herein by reference.

2. R Network proposes to offer long distance voice telecommunications services over resold transmission facilities. The Company offers operator assisted services.

¹All statutory references are to Revised Statutes of Missouri 1994, unless otherwise noted.

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3. R Network's statutory representation in the State of Missouri is:

National Registered Agents, Inc.
300-B East High Street
Jefferson City, MO 65101

4. R Network has no plans to install or construct transmission facilities in Missouri. The Company will provide resold long distance telecommunication services. The Company plans to provide service twenty-four (24) hours a day, seven (7) days a week, originating from equal access end offices and terminating throughout the State of Missouri.

Calls are billed monthly by R Network at the rates specified in its tariff. Bills include a toll-free number for inquiries or complaints. Customers of the Company's operator assisted services will be billed on their local exchange carrier bill. The Company has contracted with Integratel and I.L.D. to act as its billing clearinghouse. All other Company services will be billed directly by R Network.

5. The Company's target are companies who in their normal course of business are responsible for providing access and directing telephone calls for large numbers of end users. Most significant are the companies of establishments (subscribers) who place outbound calls for their guests, patients, students or other transient patrons. R Network's operator assisted services permit callers to place calls using optional billing methods (i.e. collect, third party, or to a calling/credit card). In addition, this service offers operator assistance for person-to-person calling or for operator dialing assistance. Each Customer is charged individually for each call placed through R Network. Customers are billed based on their use of the R Network's service. Rates for these services are based on call duration and product type.

6. R Network offers interstate and intrastate resale long distance service. The Company will resell the facilities of existing carriers. Calls originate over LEC facilities to the underlying carrier and are switched over the underlying carrier's network facilities.

7. R Network possesses the managerial and technical expertise to provide resale interexchange telecommunications services.

8. R Network possesses sufficient financial resources to successfully provide resale interexchange telecommunications services in Missouri.

9. R Network's tariff, which contains the rules and regulations applicable to its Customers, a description of the services offered, and a list of rates associated with such services, is being filed simultaneously with this Application. The tariff has a forty-five (45) day effective date.

10. R Network requests classification as a competitive telecommunications company operating within the State of Missouri. R Network further requests classification of services described in R Network's tariff as competitive services.

11. Applicant will not unjustly discriminate among its Customers, which discrimination is prohibited pursuant to Section 392.200.

12. Applicant, pursuant to Section 386.570, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

13. Correspondence or communications pertaining to this application should be addressed to:

Cathleen Martin
Attorney at Law
Newman, Comley & Ruth PC
601 Monroe Street, Suite 301
Jefferson City 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

AND

Monique Byrnes
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
(407) 740-8575
(407) 740-0613

14. Applicant also respectfully requests, pursuant to Section 392.420, RSMo (Cum. Supp. 1994), that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the applicant

- | | |
|------------------------------------|--|
| 4 CSR 240-10.020 | - Depreciation fund income |
| 4 CSR 240-30.010(2)(C) | - Posting of exchange rates at central operating offices |
| 4 CSR 240-30.040 | - Uniform system of accounts |
| 4 CSR 240-32.030(1) (B)
and (C) | - Exchange area maps and records of access lines |
| 4 CSR 240-32.030(2) | - In-state record keeping |
| 4 CSR 240-32.050(3)
through (6) | - Information concerning local service tariffs, maps
directories, and telephone numbers |
| 4 CSR 250-32.070(4) | - Coin telephones |
| 4 CSR 240-33.030 | - Minimum charge rules |
| 4 CSR 240-33.040(5) | - Finance fee |
| Section 392.210.2 | - System of Accounts |
| Section 392.240(1) | - Rates--reasonable average return on investment |
| Section 392.270 | - Property valuation |
| Section 392.280 | - Depreciation rates |
| Section 392.290 | - Issuance of securities |
| Section 392.300.2 | - Stock ownership and sale |
| Section 392.310 | - Issuance of stocks and bonds |
| Section 392.320 | - Stock dividends |
| Section 392.330 | - Issuance of securities, debt and notes |
| Section 392.340 | - Reorganization |

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

15. Approval of this application will serve the public interest by offering consumers throughout the State of Missouri a meaningful quality service option. Approval of this application

will also benefit consumers by creating greater competition in the interexchange marketplace. which will inspire innovation and development of services that meet customer needs cost effectively.

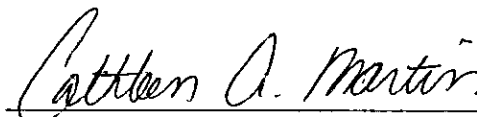
WHEREFORE, Applicant Paramount International Telecommunications, Inc. d/b/a R Network respectfully requests the Commission to grant it a Certificate of Authority to provide competitive intrastate interexchange telecommunications service within the State of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the State of Missouri; and for such further orders as the Commission deems appropriate.

Dated: January 20, 2000

Respectfully submitted,

ATTORNEY FOR APPLICANT

Paramount International Telecommunications, Inc.
d/b/a R Network



Cathleen A. Martin Mo. Bar No. 45682

Attorney at Law

Newman, Comley & Ruth PC

601 Monroe Street, Suite 301

P.O. Box 537

Jefferson City 65102-0537

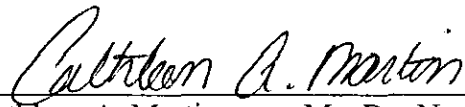
Telephone: (573) 634-2266

Facsimile: (573) 636-3306

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, postage prepaid, this 20th day of January 2000, to:

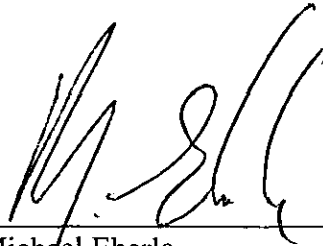
Office of the Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102


Cathleen A. Martin Mo. Bar No. 45682
Attorney at Law
Newman, Comley & Ruth PC
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City 65102

Telephone: (573) 634-2266
Facsimile: (573) 636-3306

VERIFICATION

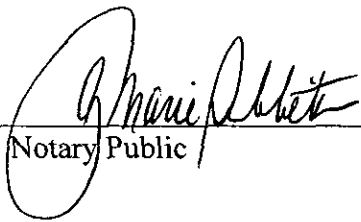
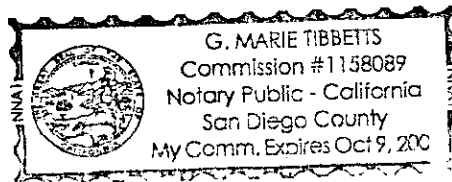
I, Michael Eberle, first being duly sworn upon oath depose and say I am President and CEO of Paramount International Telecommunications, Inc. d/b/a R Network, a Nevada corporation; that I have read the above and foregoing petition by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.



Michael Eberle
President and CEO

Subscribed and sworn to before me

this 6th day of January, 2000
~~1999~~


Notary Public

APPLICATION OF

Paramount International Telecommunications, Inc. d/b/a R Network

EXHIBIT I

Articles of Incorporation and
Certificate of Authority to Transact Business in Missouri

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

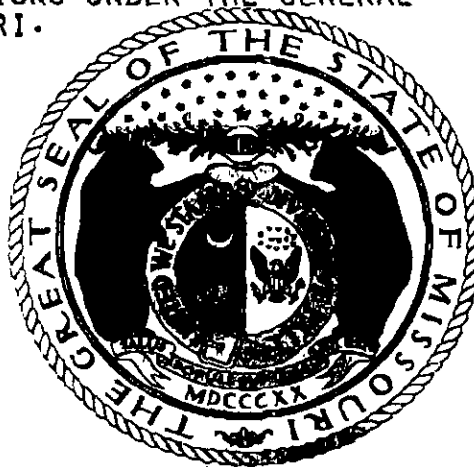
USING IN MISSOURI THE NAME
PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF NEBRASKA.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 18TH DAY OF NOVEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102
OFFICE OF THE SECRETARY OF STATE

Corporation Division

NOV 18 1999

Application for Foreign Corporation For a Certificate of Authority

(Submit in duplicate with filing fee of \$155.00)

Rebecca McDowell Cook
SECRETARY OF STATE

- (1) The corporation's name is PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.
and it is organized and existing under the laws of Nevada
- (2) The name it will use in Missouri is _____
- (3) The date of its incorporation was 10/18/96, and the period of its duration is Perpetual
month/day/year
- (4) The address of its principal place of business 2540 Fortune Way, Vista, CA 92083
Address City/State/Zip
- (5) The name and address of its registered agent and office in the State of Missouri is
National Registered Agents, Inc., 300-B East High Street, Jefferson City, Missouri 65101
Name Address City/State/Zip
- (6) The specific purpose(s) of its business in Missouri are:
Telecommunication Services
- (7) The name of its officers and directors and their business addresses are as follows:
- | (Officers) | Name | Address | City/State/Zip |
|----------------|------------------------------|---------|----------------|
| President | <u>SEE ATTACHED ADDENDUM</u> | | |
| Vice President | _____ | | |
| Secretary | _____ | | |
| Treasurer | _____ | | |
- (Board of Directors)
- | | | | |
|----------|------------------------------|--|--|
| Director | <u>SEE ATTACHED ADDENDUM</u> | | |
| Director | _____ | | |
| Director | _____ | | |
| Director | _____ | | |
- (8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

[Signature]
(Authorized signature of officer or chairman of the board)

Secretary

(Title)

11-9-99
(Date of Signature)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

Addendum

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

Officers and Directors

President/Director

Michael Eberle
2540 Fortune Way, Vista, CA 92083

Secretary/Treasurer/Director

Kay Eberle
2540 Fortune Way, Vista, CA 92083

FILED

NOV 18 1999
RECEIVED
OFFICE OF THE
SECRETARY OF STATE

NOV 18 1999

Rebecca McDowell Cook
SECRETARY OF STATE



State of Missouri
Rebecca McDowell Cook, Secretary of State
Corporation Division

No. X 364394

Registration of Fictitious Name
(Submit in duplicate with a filing fee of \$7)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: R NETWORK
Missouri Business Address: 2540 Fortune Way
(P.O. Boxes not accepted)
City, State and Zip Code: Vista, CA 92083

The parties having an interest in the business, and the percentage they own are (if a corporation is owner, indicate corporation name and percentage owned). If all parties are jointly and severally liable, percentage of ownership need not be listed:

Name of Owners, Individual or Corporate	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
PARAMOUNT INTERNATIONAL	<u>2540 Fortune Way</u>	<u>Vista</u>	<u>CA 92083</u>	<u>100%</u>
TELECOMMUNICATIONS, INC.				
<u>F476522</u>				

(Must be typed or printed)

Return to: Secretary of State
Corporation Division
P.O. Box 778
Jefferson City, Mo. 65102

FILED

NOV 18 1999

(Over)

Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

Individual
Owners
Sign Here

{	<u>X</u>	<u>X</u>
	<u>X</u>	<u>X</u>
	<u>X</u>	<u>X</u>

The undersigned corporation has caused this application to be executed in its name by its President or Vice-President and its Secretary or Assistant Secretary, this 9th day of November, 19 99.

If
Corporation
is
Owner,
Corporate
Officers
Execute
Here

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

(Exact Corporate Title)

By [Signature]

Its President or Vice President

By [Signature]

Its Secretary or Assistant Secretary

None
(Corporate Seal)
If no seal, state "none".

State of Missouri

California

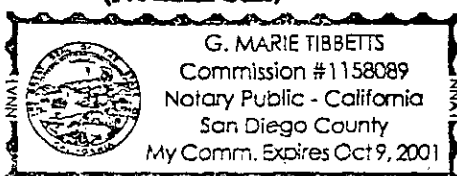
County of San Diego

} ss

I, G. Marie Tibbetts, A Notary Public, do hereby certify that on the 9th day of November, 19 99, personally appeared before me Michael Eberle and Kay Eberle and being first duly sworn by me, acknowledged that they he signed as his own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)



[Signature]
Notary Public
My commission expires 10/9/01

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 18 1995

DEAN HELLER SECRETARY OF STATE

No. C-21793-96

ARTICLES OF INCORPORATION

OF

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

FIRST. The name of the corporation is:

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

SECOND. Its registered office in the State of Nevada is located at 2533 North Carson Street, Carson City, Nevada 89706 that this Corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises,

or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the

objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

FOURTH. That the total number of common stock authorized that may be issued by the Corporation is TWENTY FIVE THOUSAND (25,000) shares of stock without nominal par value and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Seligman	2533 North Carson Street Carson City, Nevada 89706

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Seligman	2533 North Carson Street Carson City, Nevada 89706

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent, and, the registered or statutory address of this corporation in the state of Nevada, shall be:

2533 North Carson Street
Carson City, Nevada 89706

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation.

which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or

officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of October 1996.


Robert Seligman

STATE OF NEVADA)
) SS:
CARSON CITY)

On this 18th day of October, 1996 in Carson City, Nevada,

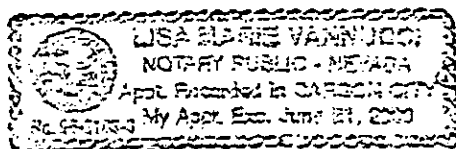
before me, the undersigned, a Notary Public in and for Carson City, State of

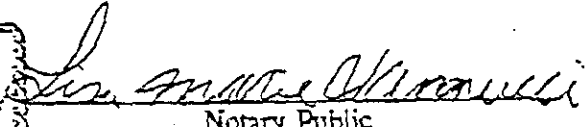
Nevada, personally appeared:

Robert Seligman

Known to me to be the person whose name is subscribed to the foregoing

document and acknowledged to me that he executed the same.




Notary Public

I, Laughlin Associates, Inc. hereby accept as Resident Agent for the previously named Corporation.

October 18, 1996
Date


Executive Vice President