

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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September 17, 1998

BY FEDERAL EXPRESS

Ms. Blanca Bayó
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

**Re: Docket No. 981107-TI
Application of CendantCom, Inc. to Provide Interexchange Services**

Dear Ms. Bayó:

Enclosed for filing with the Florida Public Service Commission in connection with the above-referenced application please find an original and 6 copies of the Registration of CendantCom, Inc. to transaction business as a foreign corporation in the state of Florida. Please also find enclosed a duplicate of this filing and a postage-prepaid, self-addressed envelope. Kindly date-stamp the duplicate upon receipt and return it in the envelope provided.

Please do not hesitate to contact me if you have any questions concerning this

- ACK
- AFA filing.
- APP
- CAF
- CMU
- CTR
- EAG
- LEG Enclosure
- LIN
- OPC cc: Nancy Pruitt (by fax)
- RCH
- SEC
- WAS
- OTH

RECEIVED & FILED
[Signature]
FPSC BUREAU OF RECORDS

Very truly yours,

[Signature]
Rebekah J. Kinnett

DOCUMENT NUMBER-DATE

10275 SEP 18 98

FPSC-RECORDS/REPORTING



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

CT CORPORATION SYSTEM
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

Qualification documents for CENDANT COM, INC. were filed on August 27, 1998 and assigned document number F98000004856. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Agnes Lunt
Document Specialist
Division of Corporations

Letter Number: 298A00044449

DOCUMENT NUMBER-DATE

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

10275 SEP 18 88

FPSC RECD/REG/REG/OP/ING

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Cendant Com, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. applied for (FEI number, if applicable)

4. July 7, 1998 (Date of incorporation) 5. Perpetual (Duration. Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))

707 Summer Street

7. Stamford, CT 06901
(Current mailing address)

8. Telecommunications and telecommunications related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent acceptance.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Birgit S. Philipp
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Birgit Philipp, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Directors, Officers Report

Cendant Com, Inc.

August 24, 1998

DIRECTORS

John W. Chidsey Director
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

John H. Fullmer Director
Primary Address: 707 Summer Street
Stamford, CT 06901

Anthony L. Menchaca Director
Primary Address: 707 Summer Street
Stamford, CT 06901

OFFICERS

John W. Chidsey President
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Michael H. Wargotz Chief Financial Officer and Assistant Treasurer
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

John H. Fullmer Executive Vice President
Primary Address: 707 Summer Street
Stamford, CT 06901

Anthony L. Menchaca Executive Vice President
Primary Address: 707 Summer Street
Stamford, CT 06901

Jeanne M. Murphy Secretary
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Terry E. Kridler Senior Vice President and Treasurer
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Birgit Philipp Vice President, Tax
Primary Address: ~~Monroeville~~ 6 Sylvan Way, Parsippany, NJ 07054

Eric J. Bock Assistant Secretary
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Mark E. Johnson Assistant Treasurer
Primary Address: 307 International Circle
Hunt Valley, MD 21030

Peter C. McGonagle Assistant Secretary
Primary Address: 707 Summer Street

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FBI
SECURITY DIVISION
TALLAHASSEE, FLORIDA

Stamford, CT 06901

John Peterson

Assistant Treasurer

Primary Address:

6 Sylvan Way
Parsippany, NJ 07054

A. Donald Ruston

Assistant Treasurer

Primary Address:

307 International Circle
Hunt Valley, MD 21030

Richard Schwamb

Assistant Treasurer

Primary Address:

6 Sylvan Way
Parsippany, NJ 07054

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