

ORIGINAL

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer
Philip R. Adams, Jr.

August 5, 2004

Via Overnight Delivery

Florida Public Service Commission
Division of Records Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RE: XFone USA, Inc. (Docket No. 040683-TX)

Dear Sirs:

Enclosed please find an original and one (1) copy of the filed foreign corporation authorization to transact business in Florida submitted on behalf of XFone USA, Inc. Please accept this document as a supplement to the above referenced docket.

Thank you for your assistance. Please call with any questions.

Sincerely,



Monica Borne Haab

Enclosure

cc: Ted Parsons, eXpeTel

- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL _____
- OPC _____
- MMS _____
- RCA _____
- SCR _____
- SEC 1
- OTH _____

04 AUG - 6 AM 10:34
DISTRIBUTION CENTER

RECEIVED-FPSC
ON AUG - 6 PM 2:17
COMMISSION
CLERK

DOCUMENT NUMBER-DATE
08594 AUG-6 04
FPSC-COMMISSION CLERK

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. XFone USA, Inc
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

4. May 28, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 960 High Road, London, UK N12 9RY
(Principal office address)
633 North State Street, Jackson, MS 39205-0427
(Current mailing address)

8. Telecommunications business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Incorp Services, Inc
Office Address: 103 North Meridian Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

Andrew Catline on Behalf of Incorp Services, Inc.
(Registered agent's signature)

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 business addresses of officers and/or directors:

FILED
04 JUL 19 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: 32301

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

Vice Chairman: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

Director: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

Director: Abraham Keinan

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

B. OFFICERS

President: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

Vice President: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1
Las Vegas, NV 89119-3146

Secretary: Guy Nissenson

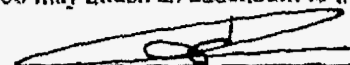
Address: 6075 S. Eastern Ave Suite 1

Treasurer: Guy Nissenson

Address: 6075 S. Eastern Ave Suite 1

FILED
04 JUL 19 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. GUY NISSENSON, PRESIDENT
(Typed or printed name and capacity of person signing application)

FD4000004087

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

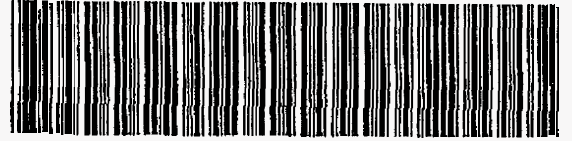
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

INDU-2003

Office Use Only



100038365161

07/06/04--01006--013 **87.50

FILED
04 JUL 19 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP
7-19-04

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: XFone USA, Inc

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Shalana Eddins

(Name of Person)

Incorp Services, Inc

(Firm/Company)

6075 S. Eastern Ave Suite 1

(Address)

Las Vegas, NV 89119-3146

(City/State and Zip code)

SECRET
STATE
TALLAHASSEE, FLORIDA

04 JUL 19 PM 3:33

FILED

For further information concerning this matter, please call:

Shalana Eddins

(Name of Person)

at (702) 866-2500 ex 2012

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy