

Exhibit "B"

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT
BUSINESS IN THIS STATE OF
MIRACLE COMMUNICATIONS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 2ND
day of NOVEMBER A.D. 1999 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

Form **BCA-13.15**
 (Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
 OF AUTHORITY TO
 TRANSACT BUSINESS IN ILLINOIS

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62758
 Telephone (217) 782-1834
 http://www.sos.state.il.us

This space for use by Secretary of State

FILED
 NOV 2 1999
 JESSE WHITE
 SECRETARY OF STATE

This space for use by Secretary of State

Date 11/04/99
 License Fee \$
 Franchise Tax \$ 25.00
 Filing Fee \$ 75.00
 Penalties \$
 Approved:

1. (a) CORPORATE NAME: MIRACLE COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.16 is attached.)

2. (a) State or Country of Incorporation: FLORIDA

(b) Date of Incorporation: 06/09/1999

(c) Period of Duration: PERPETUAL

EXPEDITED

NOV 02 1999

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

20801 BISCAYNE BOULEVARD, 4TH FLOOR
AVENTURA, FL 33180

NONE
 (If none, so state)

SECRETARY OF STATE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: National Registered Agents, Inc.

First Name	Middle Name	Last Name

Registered Office: 208 South LaSalle Street, Suite 1855

Number	Street	Suite #
<u>208</u>	<u>South LaSalle Street</u>	<u>1855</u>

Chicago, IL 60604 County of Cook

City	ZIP Code	County
<u>Chicago</u>	<u>60604</u>	<u>Cook</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
AZ, AR, CA, CO, CT, DE, FL, GA, ID, IN, IA, KY, LA, ME, MD, MI, MN, MS, MO, MT, NE, NJ, NY, NC, ND, OR, PA, SC,

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>SCHEDULE ATTACHED</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)
INTEREXCHANGE TELECOMMUNICATIONS SERVICE

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
<i>NEPA</i>		\$0.01	5,000	100

9. Paid-in Capital: \$ 110,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 5,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: (SAME AS 3A) *AVENTURA, FL*
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 8/25/99 1999
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
M. VERONICA SALAZAR
(Type or Print Name and Title)

MIRACLE COMMUNICATIONS, INC.
(Legal Name of Corporation)

[Signature]
(Signature of President or Vice President)
by **CRAIG A. WALTZER**
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).