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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BayCom Communications, 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:

John Michael Senger
(Name of Person)

Attorney
(Firm/Company)

P.O. Box 1033
(Address)

Traverse City, MI 49685
(City/State/Zip)

800003217558-2
-04/20/00-01107-006
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

John Michael Senger at (231) 941-7308
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00 MAR 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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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

**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. BayCom Communications, 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. state of Michigan 3. 38-3511899
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-27-00 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2-1-00
 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 534 E. Eighth Street
Traverse City, MI 49684
 (Current mailing address)

8. maintain, service and operate pay telephones
 (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 or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.
Plantation, Florida, 33324
 (Zip code)

00
 MAR 20
 AM 8:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

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.

Glen G. Miller
 (Registered agent's signature)

MARCA GILIS, ASST Secy

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Dennis Braun

Address: 534 E. Eighth St.
Traverse City, MI 49684

Director Vice-Chairman: Steven Dornbos

Address: 1010 Rennie Lake Rd.
Traverse City, MI 49686

Director: Daniel Warson

Address: 733 Gratcot Rd.
Saginaw, MI 49601

Director: Robert Chaffee

Address: 733 Gratcot Rd.
Saginaw, MI 49601

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President/Treasurer Dennis Braun

Address: 534 E. Eighth St.
Traverse City, MI 49684

Vice President:

Address:

Secretary: Steven Dornbos

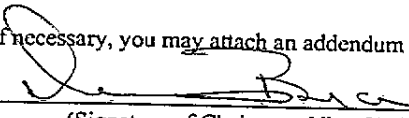
Address: 1010 Rennie Lake Rd.
Traverse City, MI 49684

Treasurer:

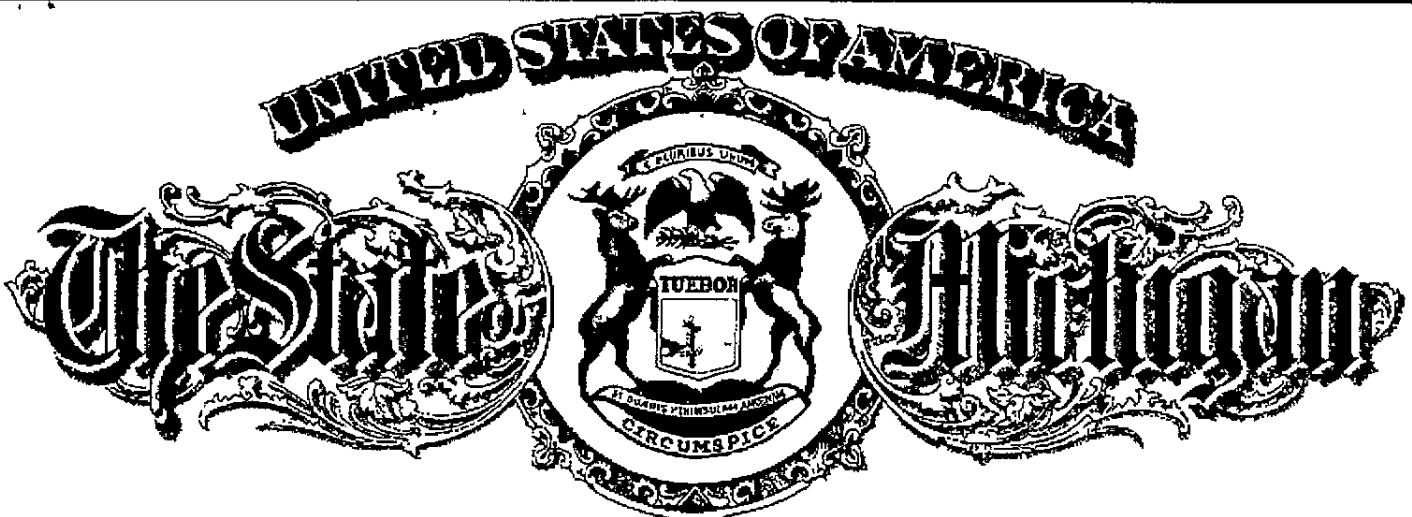
Address:

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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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dennis Braun Pres.
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BAY COM COMMUNICATIONS, INC.

was validly incorporated on January 27, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
MAR 20 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of March, 2000.

, Director

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Corporation, Securities and Land Development Bureau