

FOI 000005085

TO: Registration Section
Division of Corporations

SUBJECT: 311 DIRECT CORP.

(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:

ROBERT GREENSTEIN

(Name of Person)

311 DIRECT CORP.

(Firm/Company)

101 S. 8TH STREET

(Address)

PHILADELPHIA, PA 19106

(City/State and Zip Code)

000004470010--2
-07/11/01--01084--001
*****70.00 *****70.00

2081-16120

For further information concerning this matter, please call:

Kevin Drobneg, CPA
(Name of Person)

at

215-745-5600

(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

FILED
01 SEP 28 PM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 13, 2001

ROBERT GREENSTEIN
101 S. 8TH STREET
PHILADELPHIA, PA 19106

SUBJECT: 311 DIRECT CORP.
Ref. Number: W01000016120

We have received your document for 311 DIRECT CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 101A00041341

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert Greenstein, do hereby certify
(Name)

that this Resolution of the Board of Directors of 311 DIRECT CORP
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Del.

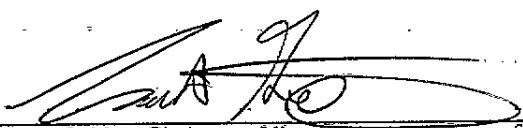
was duly adopted on 9/10/01

Be it resolved, that 311 DIRECT CORP
(Corporate Name)

organized and existing in the State of Del., hereby adopts the name

311 DIRECT SERVICES CORP for use in Florida

Dated: 9/14/01


Signature of either Chairman, Vice Chairman or any officer
Robert Greenstein
Type or print name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. 311 DIRECT CORP. (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. 23-2999822 (FEI number, if applicable)

4. 03/01/1998 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/2000 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 101 S. 8TH STREET, PHILADELPHIA, PA 19106 (Principal office address)

SAME AS ABOVE (Current mailing address)

8. TELEPHONE SERVICE (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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: FRED COHEN

Office Address: 2716 NE 8TH ST., SUITE 710 NORTH

HALLANDALE, Florida 33009 (City) (Zip Code)

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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.

Fred Cohen (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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ROBERT GREENSTEIN

Address: 3660 SPRING RUN ROAD

HUNTINGDON VALLEY, PA 19006

Vice President: _____

Address: _____

Secretary: _____

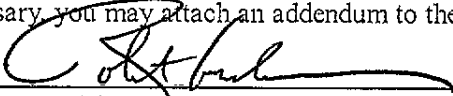
Address: _____

Treasurer: _____

Address: _____

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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. ROBERT GREENSTEIN

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "311 DIRECT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY, A.D. 2001.

FILED
01 SEP 28 PM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1231868

010328131

DATE: 07-09-01