

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Telly, Incorporated
(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 Apling
(Name of Person)

Robert Apling + Associates
(Firm/Company)

2155 Oak Harbor Road
(Address)

Fremont, OH 43420
(City/State and Zip code)

For further information concerning this matter, please call:

Robert Apling at (419) 355-8200
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 28, 2002

ROBERT APLING
ROBERT APLING & ASSOCIATES
2155 OAK HARBOR ROAD
FREMONT, OH 43420

SUBJECT: TELLY, INCORPORATED
Ref. Number: W02000030936

We have received your document for TELLY, INCORPORATED 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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

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) 245-6913.

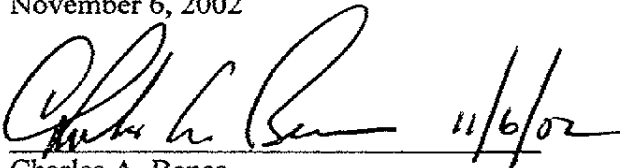
Diane Cushing
Corporate Specialist

Letter Number: 502A00059163

**Resolution
Telly Inc.**

Whereas Telly Incorporated is an Ohio Corporation which conducts business in the State of Florida, and the name Telly Incorporated is already in use in Florida. The board of directors of Telly incorporated adopts the name Telly Incorporated of Ohio for use in Florida.

November 6, 2002

 11/6/02

Charles A. Benes
President

FILED
02 NOV 20 AM 0:40
SEC. OF STATE
TALLAHASSEE, FLORIDA

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. Telly, Incorporated
(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. Ohio (State or country under the law of which it is incorporated)
3. 34-1934965 (FEI number, if applicable)

4. 6/5/2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 10/2000 (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. 8636 Mud Creek Rd, Oak Harbor, OH 43084 (Principal office address)

Same as above (Current mailing address)

8. Real estate rental (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: James Telliard

Office Address: 109 Ocean Key Way

Jupiter, Florida 33477 (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.

James Telliard (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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles Benes

Address: 8636 Mud Creek Road
Oak Harbor, OH 43449

Vice President: Jeffrey Telliard

Address: _____

Secretary: Ella Telliard

Address: 109 Ocean Key Way, Jupiter, FL 33477

Treasurer: James Telliard

Address: 109 Ocean Key Way, Jupiter, FL 33477

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

13. Chuck Benes
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chuck Benes, President
(Typed or printed name and capacity of person signing application)

FILED
02 NOV 20 AM 8:40
SECRETARY OF STATE
ALLIANCE FOR FLORIDA

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TELLY, INC., an Ohio corporation, Charter No. 1159901, having its principal location in Oak Harbor, County of Ottawa, was incorporated on June 05, 2000 and is currently in GOOD STANDING upon the records of this office.

FILED
02 NOV 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of July, A.D. 2002*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2002212J17736