

F03000003193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

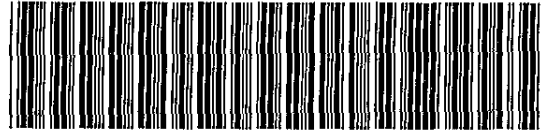
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700020870657

FILED

03 JUN 26 PM 4:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 JUN 26 AM 10:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 146965 4301771
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 87.50

03 JUN 26 PM 4:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 2003
ORDER TIME : 9:44 AM
ORDER NO. : 146965-010
CUSTOMER NO: 4301771
CUSTOMER: Ms. Kimberly Arena
Paul Weiss Rifkind Wharton &
24th Floor
1285 Avenue Of The Americas
New York, NY 10019-6064

FOREIGN FILINGS

NAME: QANTUM COMMUNICATIONS
CORPORATION

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

**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.

03 JUN 26 PM 4:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Qantum Communications Corporation
(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 3. 32-0022550
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 17, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 3 Stamford Landing, Suite 210, 46 Southfield Avenue, Stamford, CT 06902
(Principal office address)
3 Stamford Landing, Suite 210, 46 Southfield Avenue, Stamford, CT 06902
(Current mailing address)

8. Operation of radio stations
(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: Corporation Service Company

Office Address: 1201 Hays 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.

Corporation Service Company
Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. MICHAEL F. MANGANO, VP

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

03 JUN 26 PM 4:49
FILED
STATE
TALLAHASSEE, FLORIDA

Officers and Directors of Qantum Communications Corporation

12. A. Directors

Craig A. Elson

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

Michael W. Joe

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

Michael F. Mangan

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

Frank D. Osborn

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

Frank G. Washington

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

12. B. Officers

Frank D. Osborn – President

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

Michael F. Mangan – Vice President, Secretary

3 Stamford Landing, Suite 210
46 Southfield Avenue
Stamford, CT 06902

FILED
03 JUN 26 PM 4:49
SEEDLING CT JUDGE
TALAMON, FLORIDA

Delaware

PAGE 1

The First State

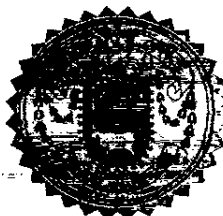
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QANTUM COMMUNICATIONS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QANTUM COMMUNICATIONS CORPORATION" WAS INCORPORATED ON THE SEVENTEENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

03 JUN 26 4:49 PM '03
FILED
STATE OF DELAWARE
HARRIET SMITH WINDSOR, SECRETARY OF STATE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3538478 8300

AUTHENTICATION: 2494289

030419611

DATE: 06-25-03