

F98000000023

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: OTM Engineering, 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:

Dena M. Sinopoli

(Name of Person)

OTM Engineering, Incorporated

(Firm/Company)

7035 Bee Caves Road, Suite 200

(Address)

Austin, Texas 78746

(City/State/Zip)

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-12/15/97-D1066-017
****131.25 ****131.25

W47-27953

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

Dena M. Sinopoli

(Name of Person)

at (512) 328-8801

(Area Code & Daytime Telephone Number)

COURIER 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

901/5
97 JAN -5 AM 8:47
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1997

DENA M. SINOPOLI
OTM ENGINEERING, INC.
7035 BEE CAVES RD., STE. 200
AUSTIN, TX 78746

SUBJECT: OTM ENGINEERING, INC.
Ref. Number: W97000027953

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We have received your document for OTM ENGINEERING, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list the corporation's current mailing address in section seven of the application.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 997A00058956

**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. OTM Engineering, 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. Texas 3. 74-2811708
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7035 BEE Caves Road, Suite #200
Austin, Texas 78746
(Current mailing address)
8. To sell our services - Telecommunications Consulting
(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: Terryann Basford
Office Address: 1530 S.W. 109th Avenue - #206
Pembroke Pines, Florida, 33025
(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.

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James M. Sinopoli

Address: 308 Copperleaf

Austin, Texas 78734

Director: _____

Address: _____
_____**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: James M. Sinopoli

Address: 308 Copperleaf

Austin, Texas 78734

Vice President: _____

Address: _____

CFO

Secretary: Dena M. Sinopoli

Address: 315 Hurst Creek Rd.

Austin, Texas 78734

Treasurer: _____

Address: _____

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

13. Dena M. Sinopoli
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dena M. Sinopoli, CFO

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

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

OTM ENGINEERING, INC.
File No. 1432098-00

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were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 18, 1997.*



1077.

Antonio O. Garza, Jr.
Secretary of State

PH