

F990000003290

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Unitel Corporation
(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:

Frank Walker
(Name of Person)
Unitel Corporation
(Firm/Company)
8300 Greensboro Drive #600
(Address)
McLean VA 22102
(City/State/Zip)

99 JUN 25 AM 10:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
6/25

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*****70.00 *****70.00

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

Frank Walker at (703) 917-9170 x. 3964
(Name of Person) (Area Code & Daytime Telephone Number)

w99-11701

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

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
Katherine Harris
Secretary of State

June 1, 1999

FRANK WALKER
UNITEL CORPORATION
8300 GREENSBORO DRIVE #600
MCLEAN, VA 22102

SUBJECT: UNITEL CORPORATION
Ref. Number: W99000011701

We have received your document for UNITEL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Simply adding Florida to the end of the name is not a distinguishable difference you would need to adopt an alternate name.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00029681

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DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

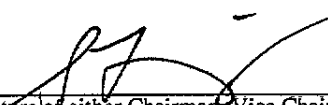
I, the undersigned S. T. WONG, do hereby certify
(Name)

that this Resolution of the Board of Directors of UNITEL CORP.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Virginia
was duly adopted on May 24, 19 99.

Be it resolved, that UNITEL CORP.,
(Corporate Name)
organized and existing in the State of VIRGINIA, hereby adopts the name
SERVICES
UNITEL GEORGIA, INC. for use in Florida.

Dated: 5/24/99


Signature of either Chairman, Vice Chairman or any officer

S.T. WONG
Type or print name

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DIVISION OF CORPORATIONS
51 JUN 25 AM 10:32

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. Unitel 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. Virginia (State or country under the law of which it is incorporated) 3. 54-1604542 (FEI number, if applicable)

4. October 1991 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 6/15/99 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8300 Greensboro Drive #600
McLean VA 22102 (Current mailing address)

8. New Call Center Location (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)

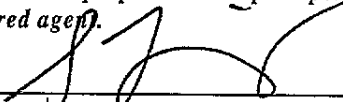
Name: S. Tien Wong

Office Address: 1010 E. Rose Street

Lakeland, Florida, 33801
(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.


(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)

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SECRETARY OF STATE
99 JUN 25 AM 10:32
DIVISION OF CORPORATIONS

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

Chairman: S. Tien Wong

Address: 8300 Greensboro Drive #600
McLean, VA 22102

Vice Chairman: Douglas Palley

Address: 8300 Greensboro Drive #600
McLean VA 22102

Director: Peter Ryan

Address: 8403 Colesville Rd #630
~~Rockville MD~~ Silver Spring MD 20910

Director: Thomas Westbrook

Address: 1919 Pennsylvania Ave NW
Washington DC 20066

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

C.F.O. President: S. Tien Wong

Address: 8300 Greensboro Dr #600
McLean VA 22102

Vice President: Douglas E. Palley

Address: 8300 Greensboro Drive #600
McLean, VA 22102

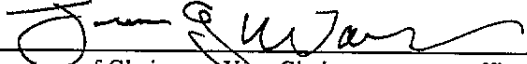
Secretary: S. Tien Wong

Address: Same as above

Treasurer: Frank J. Walker

Address: 8300 Greensboro Dr #600
McLean VA 22102

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. Frank J. Walker, Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
D.V.

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

UNITEL CORPORATION is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 04, 1991.

Nothing more is hereby certified.

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SECRETARY OF STATE
DIVISION OF RECORDS
99 JUN 25 AM 10:32



Signed and Sealed at Richmond
on this Date: May 05, 1999

Joel H. Beck

Clerk of the Commission