

M98000000283
CorpAmerica, Inc.

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Toll Free: (888) 736-4300 • Internet: http://www.corpamerica.com

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98 MAR 25 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORAFORC

December 30, 1997

CM

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

200002473952--4
-03/31/98-01031-013
****285.00 ****285.00

CM

Re: Telefon, Limited Liability Company

Dear Corporations:

Enclosed please find an original and one copy of the Application by Foreign Limited Liability Company for the above corporation which we wish to have filed in the State of Florida and a good standing certificate from the domestic state. Also enclosed is our check for \$140 to cover the required filing fees.

Please return the stamped filed copy to:

CorpAmerica, Inc.
P.O. Box 811
Dover, DE 19903-0811

Please call if there are any questions of problems. Thank you very much for your assistance.

Sincerely,

Barbara O. Frebert
Senior Corporate Specialist

Enclosures

#236



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

BARBARA O. FREBERT
CORPAMERICA, INC.
P.O. BOX 811
DOVER, DE 19903-0811

SUBJECT: TELFON , LIMITED LIABILITY COMPANY
Ref. Number: W98000005331

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for TELFON , LIMITED LIABILITY COMPANY. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$285.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 298A00012984

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Telefon, Limited Liability Company
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.. Please Note: L.L.C. Is not an acceptable suffix in Florida.)

2. Colorado 3. _____
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 8, 1997 5. 2026
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 7353 S. Alton Way, Bldg. A, Suite 102, Englewood, CO 80112

 (Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
 (attach additional page if necessary)

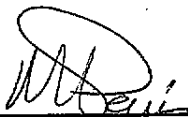
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Michael P. Perri</u>	<u>Mgr.</u>	<u>Steve Mariani</u>	<u>Mgr.</u>
<u>7353 S. Alton Way, Bldg. A, #102</u>		<u>7353 S. Alton Way, Bldg. A, #102</u>	
<u>Englewood, CO 80112</u>		<u>Englewood, CO 80112</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____ Telephone; _____
_____ Limited Liability Company _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ NONE . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Telefon, Limited Liability Company

2. The name and address of the registered agent and office is:

Cor pAmerica, Inc.

(Name)

1525 South Andrews Ave., Suite 216, Fort Lauderdale, FL 33316

(P.O. Box or Mail Drop Box **NOT** acceptable)

Fort Lauderdale, FL 33316

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara O. Frebert

(Signature)

12/17/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

TELEFON, LIMITED LIABILITY COMPANY
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19961047896 WAS FILED IN THIS OFFICE ON April 08, 1996
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 15, 1997

Victoria Buckley
SECRETARY OF STATE