

F96000004574

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Allied Communications Group, Inc.
(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:

Greg Lohrenz
(Name of Person)
Allied Communications Group, Inc.
(Firm/Company)
6440 Flying Cloud Drive #101
(Address)
Eden Prairie, MN 55344
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 SEP -6 PM 12:30

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

Greg Lohrenz at 612, 829-5325
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Dear Sir or Madam:

This will acknowledge your recent request for the form and instructions to register a foreign profit corporation to transact business in Florida. The requirements are as follows:

- ▶ Pursuant to section 607.1503(1), Florida Statutes, the attached application must be completed in its entirety.
- ▶ The corporation must submit an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of corporate records in the state or country under the law of which it is incorporated. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.
- ▶ There is a \$70.00 registration fee.
- ▶ Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.
- ▶ The transmittal letter included in this packet should be completed and submitted along with the certificate, application and check. Both the mailing address and courier address are noted in the transmittal letter.

A letter of acknowledgement will be issued free of charge upon registration.

Any further inquiries concerning this matter should be directed to the Qualification/Tax Lien Section by calling (904) 487-6091 or writing Qualification/Tax Lien Section, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1996

GREG LOHRENZ
%ALLIED COMMUNICATIONS GROUP, INC.
6440 FLYING CLOUD DR., #101
EDEN PRAIRIE, MN 55344

SUBJECT: ALLIED COMMUNICATIONS GROUP, INC.
Ref. Number: W96000017480

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96 SEP -6 PM 12:30

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

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 the meaning, please insert the words "upon qualification" in lieu of a date.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

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.

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 (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 596A00039611

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Greg Lohrenz, do hereby certify
(Name)

that this Resolution of the Board of Directors of Allied Communications
Group Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Minnesota

was duly adopted on August 28

Be it resolved, that Allied Communications Group Inc.
(Corporate Name)

organized and existing in the State of Minnesota, hereby adopts the name

ACG, Inc. for use in Florida.

Dated: August 29 1996

[Signature] - President
Signature of either Chairman, Vice Chairman or any officer

Greg Lohrenz
Type or print name

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. Allied Communications Group, 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1820886
(FEI number, if applicable)
4. October 9, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6440 Flying Cloud Drive #501
Eden Prairie, MN 55349
(Current mailing address)
8. Reselling of Long Distance Service
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Faye Peterson
Office Address: 4780 Brittany Drive S. #13
St Petersburg, Florida, 33715
(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.

Faye Peterson
(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: Greg Lorenz

Address: 5455 Smetana Drive #1208, Minnetonka, MN 55343

Vice Chairman: Kathy Ely

Address: 5049 Russell Ave. S.
Mpls. MN 55410

Director: Jeff Deters

Address: 95 Mallard Lane
Loretto MN 55357

Director: Steve Deters

Address: 282 Cherry Hill Trail
Medina MN 55340

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

President: Greg Lorenz

Address: 5455 Smetana Drive #1208
Minnetonka, MN 55343

Vice President: Jeff Deters

Address: 95 Mallard Lane
Loretto MN 55357

Secretary: Kathy Ely

Address: 5049 Russell Ave. S.
Mpls. MN 55410

Treasurer: Steve Deters

Address: 282 Cherry Hill Trail, Medina, MN 55340

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

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

14. Greg Lorenz - President & Chairman
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP - 6 PM 12:30

State of Minnesota

SECRETARY OF STATE

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DIVISION OF CORPORATIONS
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Certificate of Good Standing

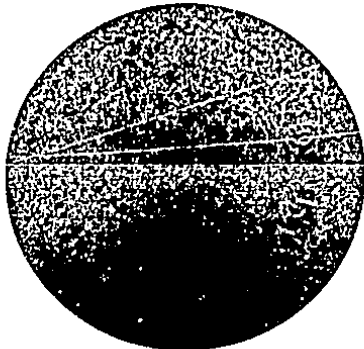
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Allied Communications Group, Inc.

Date Formed: 10/09/1995

Chapter Governed By: 302A

This certificate has been issued on 06/17/96.



Joan Anderson Growe
Secretary of State.