

F01000001171

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ACCESS WORLDWIDE COMMUNICATIONS, 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:

Michael C. Sontag

(Name of Person)

Shapiro Abrams Zedeck

(Firm/Company)

1776 N. Pine Island Road, Suite 326

(Address)

Plantation, FL 33322

(City/State and Zip code)

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-11/09/00--01080--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W-27438

For further information concerning this matter, please call:

Michael C. Sontag  
(Name of Person)

at ( 954 ) 523-0900

(Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W-27438

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration 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

12p



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 20, 2000

MICHAEL C. SONTAG  
SHAPIRO ABRAMS ZEDECK  
1776 N. PINE ISLAND ROAD, SUITE 326  
PLANTATION, FL 33322

SUBJECT: ACCESS WORLDWIDE COMMUNICATIONS, INC.  
Ref. Number: W00000027438

We have received your document for ACCESS WORLDWIDE COMMUNICATIONS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted. If you did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 300A00059272

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

# SHAPIRO•ABRAMS•ZEDECK

LAWYERS

MICHAEL C. SONTAG

December 27, 2000

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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01 MAR - 1 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Access Worldwide Communications, Inc. Ref. Number: W00000027438

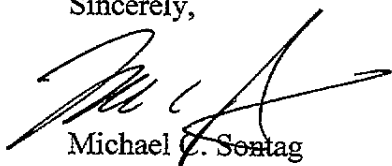
Dear Mr. Rivers:

This document is provide information requested in your November 20, 2000, correspondence to complete Accesses Application Florida Authorization. Enclosed please find the following documents:

1. A Check for \$2,200.00 in fees pursuant to our conversation of this morning representing: 1 year of civil money penalties (of \$1,000) for Access Worldwide Communications, 2 years of annual fees at \$150 per year for Access, and \$900 to reinstate Telemanagement Services, Inc., as a foreign profit corporation. (Telemanagement Services Inc. is a Delaware profit corporation, originally admitted to do business in Florida on January 14, 1997. Before Access moved its corporate offices to Boca Raton from Virginia in 1999, this corporation transacted all business in Florida.)
2. An Application for Florida Authorization for Telemanagement Services, Inc.
3. A Certificate of Good Standing in Delaware for Telemanagement Services, Inc.
4. An affidavit certifying that prior to 1999 Access Worldwide Communications did not do business in Florida, that any business conducted during such period was done by Telemanagement Services, Inc. its wholly owned subsidiary.

This should bring both Access Worldwide Communications and Telemanagement Services, Inc. into compliance with all Florida statutes. If you have any questions regarding these filings or require additional information, please call.

Sincerely,



Michael C. Sontag

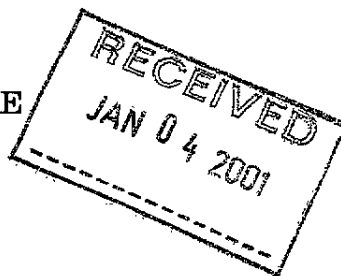
reinst. = 900  
qual + pm = 1150

enc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State



December 29, 2000

MICHAEL C. SONTAG  
SHAPIRO ABRAMS ZEDECK  
1776 N. PINE ISLAND ROAD, SUITE 326  
PLANTATION, FL 33322

SUBJECT: ACCESS WORLDWIDE COMMUNICATIONS, INC.  
Ref. Number: W00000027438

We have received your document for ACCESS WORLDWIDE COMMUNICATIONS, INC. and your check(s) totaling \$2200.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check because the actual amount due is \$2050; we apologize for the error, but you are not required to pay the report fee in the year in which you first file. This explains the \$150 difference.

In order to reinstate you must complete a corporation reinstatement form; one is enclosed. Apart from the corporation you are reinstating, you must correct the application by foreign corporation. It was originally submitted under the name ACCESS WORLDWIDE COMMUNICATIONS. Your application now reads TELEMAGEMENT SERVICES, INC., but your certificate from Delaware reads TELESERVICES MANAGEMENT COMPANY. The person listed as registered agent must sign for themselves in line 10 (no one else can sign for them), and the notarized affidavit must be signed by an officer or director of the corporation.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 600A00064933

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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# SHAPIRO•ABRAMS•ZEDECK

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LAWYERS

MICHAEL C. SONTAG

February 28, 2001

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Access Worldwide Communications, Inc. Ref. Number: W00000027438  
Telemanagment Services, Inc. Reinstatement

Dear Mr. Rivers:

Enclosed please find the following documents issued pursuant to your letter of December 29, 2000:

1. A Check for \$2,050.00.
2. A completed reinstatement for Telemanagement Services, Inc.
3. A Copy of the two previous letters from your office.
4. A Certificate of Good Standing in Delaware for Telemanagement Services, Inc.
5. An affidavit certifying that prior to its application Access Worldwide Communications did not do business in Florida prior signed by an officer of the company.

Also, under separate cover I am sending a completed form requesting admission of Access Worldwide Communications to do business in Florida as a foreign corporation. If you have any questions regarding these filings or require additional information, please call.

Sincerely,



Michael C. Sontag

enc.

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STATE  
TALLAHASSEE, FLORIDA

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# SHAPIRO•ABRAMS•ZEDECK

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LAWYERS

MICHAEL C. SONTAG

February 28, 2001

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Access Worldwide Communications, Inc. Ref. Number: W00000027438

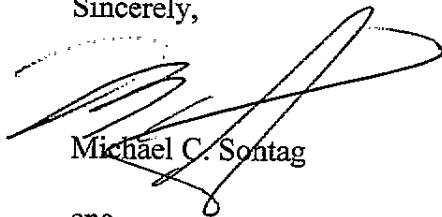
Dear Mr. Rivers:

Enclosed please find the following documents:

1. A Check for \$87.50.
2. A Copy of the two previous letters from your office.
3. A Certificate of Good Standing in Delaware for Access Worldwide Communications, Inc.
4. An affidavit certifying that prior to its application Access Worldwide Communications did not do business in Florida prior signed by an officer of the company.

Also, under separate cover I am sending a completed reinstatement filing for Access Worldwide Communications subsidiary, Telemanagement Services, Inc. who did business in Florida prior to Access' application (this created the confusion in the initial filing). If you have any questions regarding these filings or require additional information, please call.

Sincerely,



Michael C. Sontag

enc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

IN RE:

ACCESS WORLDWIDE COMMUNICATIONS, INC. Ref. No. W00000027438

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AFFIDAVIT OF RICHARD LYEW

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF PALM BEACH            )

ON THIS DAY personally appeared before me, Richard Lyew, who is personally known to me and who did take an oath and states as follows:

1. I am a duly sworn officer of Access Worldwide Communications, Inc. (the "Company") that is registering to business as a foreign profit corporation in the State of Florida.

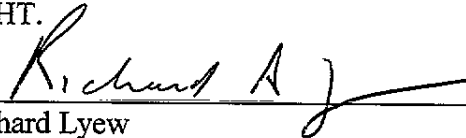
2. On November 20, 2000, the Company received a letter from the Florida Department of State requiring additional fees and civil money penalties based upon the representation in the Company's Parent's (Access Worldwide Communications, Inc. "Access") original application that the corporation had commenced business in the State of Florida in 1997.

3. This is erroneous information as from 1997 to present Access has transacted its Florida business through Telemanagement Services, Inc. which was

admitted to do business in Florida on January 14, 1997, and has an FEI No. of 232871097.

4. Therefore, the proper date on the filing for commencement of business in Florida is upon qualification.

FURTHER AFFIANT SAYETH NAUGHT.

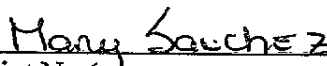
  
Richard Lyew

SWORN TO AND SUBSCRIBED before me on this 28 day of February, 2001, by RICHARD LYEW who is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



M. SANCHEZ  
COMMISSION # CC 691626  
EXPIRES OCT 26, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Notary Public

  
Print Name

My commission expires:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



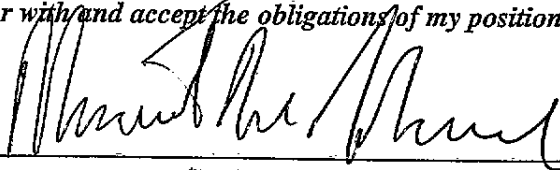
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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. Access Worldwide Communications, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 52-1309227  
(FEI number, if applicable)
4. August 11, 1983  
(Date of incorporation)
5. Perpetual  
(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. 4950 Communications Avenue, Suite 300, Boca Raton, FL 33431  
(Principal office address)  
4950 Communications Avenue, Suite 300, Boca Raton, FL 33431  
(Current mailing address)
8. Marketing Services  
(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: Kenneth W. Shapiro  
Office Address: 1776 N. Pine Island Road, Suite 326  
Ft. Lauderdale, Florida 33322  
(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.*



(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.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Michael Dinkins  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Director: Peter D. Bewley  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Director: Liam S. Donohue  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Director: Lee H. Edelstein  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Director: Randall J. Lewis  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Director: Shawkat Raslan  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

**B. OFFICERS**

President: Michael Dinkins  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431


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TALLAHASSEE FLORIDA

Vice President: Jack Hamerski  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Secretary: Richard Lyew  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

Treasurer: Richard Lyew  
Access Worldwide Communications, Inc.  
4950 Blue Lake Drive, Suite 300  
Boca Raton, FL 33431

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

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01 MAR - 1 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS WORLDWIDE COMMUNICATIONS, INC." 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2001.

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.

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01 MAR - 1 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2014840 8300

AUTHENTICATION: 0974652

010076106

DATE: 02-15-01