

CT CORPORATION

F02000002351

CORPORATION(S) NAME

180 Connect Inc.

FILED
02 MAY 13 PM 12:22
SERIES 1111 OF STATE
TALLAHASSEE, FLORIDA

5

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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5/13/02

Order#: 5287209

kf

Ref#: _____

BK

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-05/13/02--01060--016

Amount: \$ *****8.75 *****8.75

700005506337--7
-05/13/02--01060--017

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

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. 180 Connect 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. Nevada 3. 30-0041086
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/12/2001 5. Perpetual
(Date of incorporation) (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. 976 East Governor Road, Hershey, PA 17033
(Principal office address)
- same
(Current mailing address)
- Providing telecommunications services.
8. _____
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: Ann J. Williams
(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

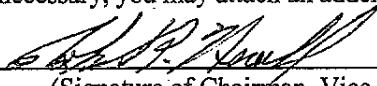
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B. OFFICERS *SEE ATTACHMENT*

President: Barry Simons
Address: 976 East Governor Road
Hershey, PA 17033
Vice President: _____
Address: _____

Secretary: Peter Kines
Address: 976 East Governor Road Hershey, PA 17033
Treasurer: Peter Kines
Address: 976 East Governor Road Hershey, PA 17033

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. Robert Newell, COO / VP
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application for Authority to Transact Business

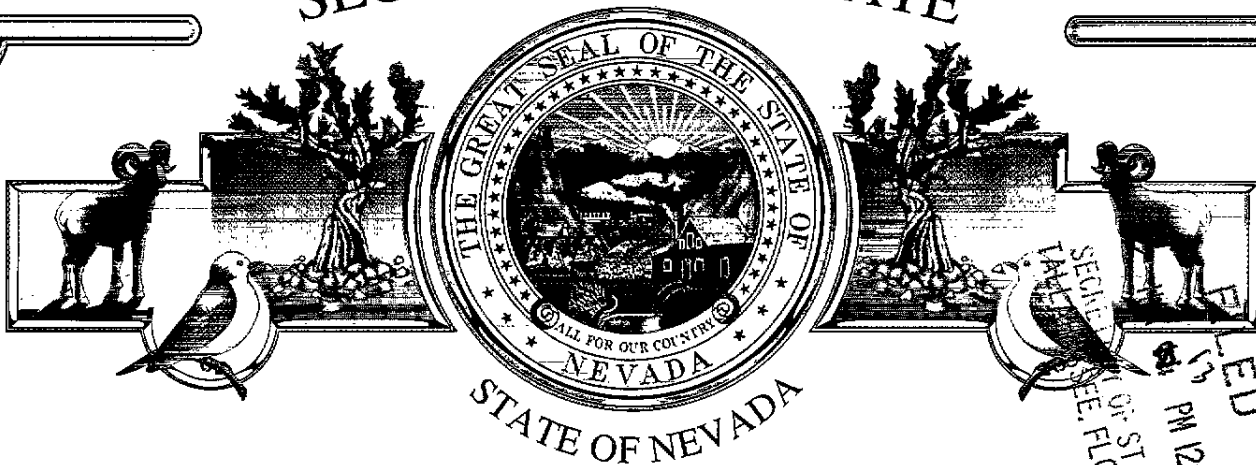
Officers & Directors

1. Full Name: Barry Simons
Officer/Director: Officer - *Pres/CEO*
Business Address: 976 East Governor Road
City: Hershey
State: PA
ZIP Code: 17033
2. Full Name: Robert Newell
Officer/Director: Officer - *VP/COO*
Business Address: 976 East Governor Road
City: Hershey
State: PA
ZIP Code: 17033
3. Full Name: Peter Kines
Officer/Director: Officer - *Sec/Treas*
Business Address: 976 East Governor Road
City: Hershey
State: PA
ZIP Code: 17033
4. Full Name: Byron Osing
Officer/Director: Director
Business Address: 976 East Governor Road
City: Hershey
State: PA
ZIP Code: 17033

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **180 CONNECT INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 12, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 8, 2002.



Dean Heller

DEAN HELLER
Secretary of State

By

S. J. Zahr

Certification Clerk

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TALLAHASSEE, FLORIDA