

845798

ComPlus

Creating a Higher Standard

THOMAS E. HAMILTON
Chief Financial Officer

Century City Plaza I
51 Century City Blvd., Suite 350
Nashville, TN 37214

615-874-9700
615-874-2656 Fax

300002617723--5
-08/17/98--01100--017
*****35.00 *****35.00

Office Use Only

IBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

98 AUG 17 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS AUG 24 1998

N/C

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)


SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 AUG 17 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SIERRA TELCOM SERVICES, INC.
Name of corporation as it appears on the records of the Department of State.
2. NEW MEXICO 3. 4/22/1980
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/10/1997
5. COMPLUS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

X  8/11/98
Signature Date

THOMAS HAMILTON CFO/SECRETARY/TREASURER
Typed or printed name Title

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF COMPARISON

OF

COMPLUS, INC.

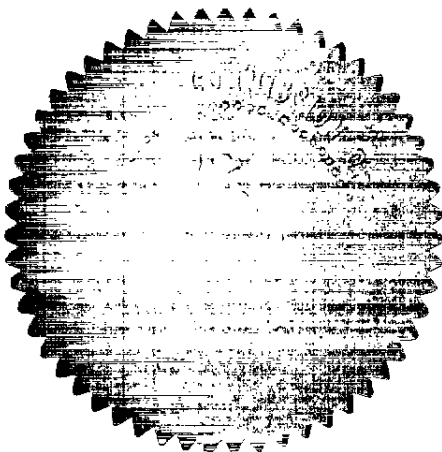
0957738


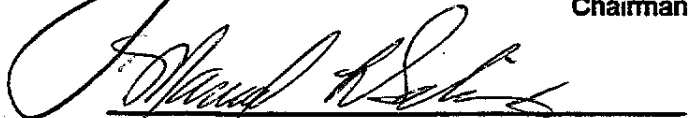
The State Corporation Commission certifies that the attached is a true and complete copy of the ****5**** page document(s) on file in this office.

This Certification is in accordance with Section 53-18-4 NMSA 1978.

Dated: JULY 31, 1998

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe




Chairman

Director

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

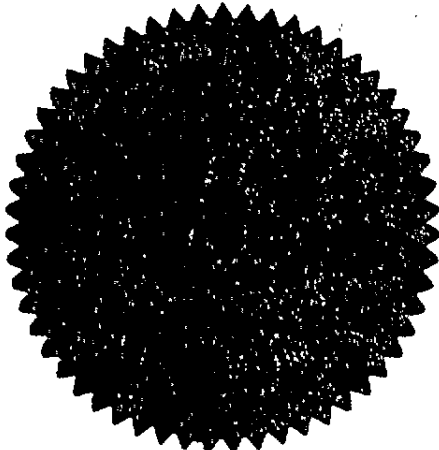
COMPLUS, INC.

3141595

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the .BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: MARCH 10, 1997



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

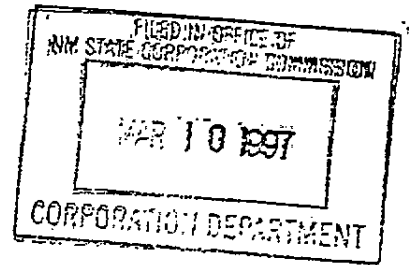
A handwritten signature in cursive script, appearing to read "En. F. Serna", is written over a horizontal line.

Chairman

A handwritten signature in cursive script is written over a horizontal line.

Director

3141595



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SIERRA TELCOM SERVICES, INC.

0957738

Pursuant to the provisions of Section 53-13-4, NMSA 1978,
the undersigned corporation adopts the following Articles of Amendment to
its Articles of Incorporation

- FIRST: The corporate name of the corporation is Sierra Telcom
Services, Inc.
- SECOND: The Amendment to the Articles of Incorporation was adopted
by the shareholders of the corporation on February 28, 1997,
in the manner prescribed by the New Mexico Business Corpora-
tion Act.
- THIRD: Article I is amended to read as follows:
- The name of the corporation is ComPlus, Inc.
- FOURTH: The number of shares of the corporation outstanding at the
time of such adoption was 5,497 common shares and the
number of shares entitled to vote thereon was 5,497 common
shares. The foregoing Amendment of Articles of Incorporation
has been duly approved by 100% of the shares entitled to vote.
- DATED: February 28, 1997

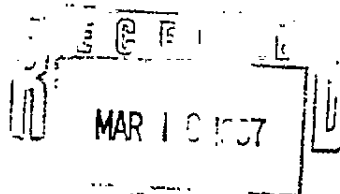
SIERRA TELCOM SERVICES, INC.

By: Greg Reynolds
Greg Reynolds, President

By: Robert Darling
Robert Darling, Secretary

Under penalty of perjury, the undersigned declares that the foregoing
document was executed by the corporation and that the statements
contained therein are true and correct to the best of my knowledge.

Robert Darling
Robert Darling, Secretary



PROFIT CORPORATE REPORT

TO THE STATE CORPORATION COMMISSION OF NEW MEXICO

BIRPT

01-31-96

EXACT
CORPORATE
NAME
AND
U.S. MAILING
ADDRESS

NAME SIERRA TELCOM SERVICES, INC.

STREET P.O. BOX 125

CITY, STATE, ZIP HERMITAGE, TN 37076-125

2. PRINCIPAL PLACE OF BUSINESS IN NEW MEXICO

STREET 1225 S. ST. FRANCIS DRIVE

CITY, ZIP SANTE FE, NM 87505

3. PRINCIPAL OFFICE OUTSIDE NEW MEXICO

(If different from registered office in state of incorporation.)

STREET 3618 OLD HICKORY BLVD.

CITY, STATE, ZIP OLD HICKORY, TN 37138

4. NMSCC Certificate of Incorporation/Authority Number

0957738

Refer to this number
in all correspondence

5. NM Taxation & Revenue ID No.

01-883006-004

6. FOREIGN CORPORATION - REGISTERED OFFICE IN STATE OF INCORPORATION

STREET

CITY, STATE, ZIP

7. STATE OR COUNTRY OF INCORPORATION

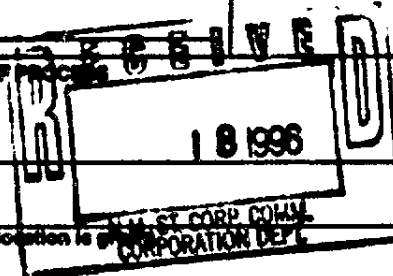
8. REGISTERED AGENT AND OFFICE LOCATED WITHIN NEW MEXICO FOR SERVICE OF PROCESS

(Filing corporation cannot be its own agent)

NAME CURTIS SCHWARTZ

STREET 123 E. MARCY STREET

CITY, ZIP SANTE FE, NM 87501



9. The names and addresses of ALL Officers and Directors of the Corporation are: (Refer to Instruction No. 9 for additional information requiring Officers identified accordingly as Director, as the case may be. A New Mexico Corporation shall have not less than one director.)

OFFICE/TITLE

NAME AND ADDRESS

DATE WHEN
TERM EXPIRES

PRES/TRES ROBERT DEE, MT JULIET, TN

01-05-97

VP/SEC PHILLIP HOSACK, GODLETTSVILLE, TN

01-05-97

Director ROBERT DEE & PHILLIP HOSACK

(Attach Schedule if needed)

The character of its business in New Mexico, briefly stated, is COMMUNICATION CONSULTANTS

The date for the next annual meeting of the stockholders for the election of directors is 1-97

10. Under penalties of perjury, I declare and affirm that I have examined this report, including the accompanying schedules and statements, and that all statements contained therein are true and correct.

R. Darling
Signature of Officer or Authorized Agent

Controller
Title

4-15-96
Date

11. PAYMENT OF FILING FEE AND LATE FILING PENALTY:

(a) Filing fee due on Corporate Report (a) \$ 25.00

(b) \$100.00 Late Filing Fee Penalty (b) 20

(IRS or SCC Valid extension, if any, must be submitted with report at time of submission.)

(c) TOTAL AMOUNT DUE WITH CORPORATE REPORT (lines a+b) ... (c) \$ 25

PLEASE DO NOT SUBMIT CASH FOR PAYMENT

NMSCC Office Use Only

208928
Amount Remitted

4-15-96
Postmark Date

25.00

4-15-96

RETURN TO: STATE CORPORATION COMMISSION
CORPORATION DEPARTMENT
P.O. DRAWER 1269, SANTA FE, NEW MEXICO 87504-1269



PROFIT CORPORATE REPORT

TO THE STATE CORPORATION COMMISSION OF NEW MEXICO

INSTRUCTIONS ON BACK PAGE
PLEASE TYPE OR PRINT LEGIBLY

Name Change
3-10-97

SUPPLEMENTAL

1.

EXACT
CORPORATE
NAME
AND
U.S. MAILING
ADDRESS

NAME COMPLUS, INC.

STREET 51 CENTURY CITY BLVD, STE. 350

CITY, STATE, ZIP NASHVILLE, TN 37214

2. PRINCIPAL PLACE OF BUSINESS IN NEW MEXICO

STREET NONE

CITY, ZIP

3. PRINCIPAL OFFICE OUTSIDE NEW MEXICO
(If different from registered office in state of incorporation.)

STREET 51 CENTURY CITY BLVD, STE. 350

CITY, STATE, ZIP NASHVILLE, TN 37214

4. NMSCC Certificate of
Incorporation/Authority Number

0957738

Refer to this number
in all correspondence

5. NM Taxation & Revenue ID No.

01883006004

6. FOREIGN CORPORATION—REGISTERED OFFICE IN STATE OF INCORPORATION

STREET

CITY, STATE, ZIP

7. STATE OR COUNTRY
OF INCORPORATION

NM

8. REGISTERED AGENT AND OFFICE LOCATED WITHIN NEW MEXICO FOR SERVICE OF PROCESS
(Filing corporation cannot be its own agent)

NAME CJ CORPORATION SYSTEM

STREET 123 EAST MARCY

CITY, ZIP SANTA FE, NM 87501

RECEIVED

JUL - 8 1998

N.M. STATE CORP. COMM.
CORPORATION DEPT.

9. The names and address of ALL the directors and officers (Identify each elected director from an officer's position, and a New Mexico Corporation shall have not less than one director. Refer to Instruction No. 9) of the Corporation and when the term of office of each expires:

OFFICE/TITLE

NAME AND ADDRESS

DATE WHEN
TERM EXPIRES

PRESIDENT GREG REYNOLDS NASHVILLE, TN 37214 51 CENTURY CITY BLVD STE 350 INDEFINITE

CFO THOMAS B. HAMILTON 11 11 11

Director

(Attach Schedule if needed)

The character of its business in New Mexico, briefly stated, is ENGINEERING & STAFFING

The date for the next annual meeting of the stockholders for the election of directors is

10. Under penalties of perjury, I declare and affirm that I have examined this report, including the accompanying schedules and statements, and that all statements contained therein are true and correct.

Signature of Officer or Authorized Agent

Title

Date

11.

PAYMENT OF FILING FEE AND LATE FILING PENALTY:

(a) Filing fee due on Corporate Report (a) \$ 25.00
(b) \$100.00 Late Filing Fee Penalty (b) 100.00
(c) TOTAL AMOUNT DUE WITH CORPORATE REPORT (lines a+b) (c) \$125.00

PLEASE DO NOT SUBMIT CASH FOR PAYMENT

NMSCC Office Use Only

Amount Remitted

Postmark Date

215481

7/2/98

125.00

7/8/98 D.O.

Addresses for each Officer and/or Director of Complus

Residential

Mr. James Otterbeck
720 Broadsmoore Dr.
Lake Forest, IL 60045

Mr. John Stavig
3050 Forrest Hills Court
Wadsworth, IL 60083

Mr. Michael Thompson
1501 Hinman, 32A
Evanston, IL 60201

Mr. Greg Reynolds
2506 Port Kembla Dr.
Mt. Juliet, TN 37122

Mr. Thomas Hamilton
615 Arbor Lake Blvd.
Hermitage, TN 37076

Mr. Chris Sauer
5525 St. Francis Circle East
Loomis, CA 95650-7922

Dr. Robert Austin
2937 Landmark Way
Palm Harbor, FL 34684

Mr. Kevin MacDermott
3 Miramar Dr.
Pembroke, MA 02359

Business

Mr. James Otterbeck
Ventures in Communications LLC
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015
SS# 361-62-3930

Mr. John Stavig
Ventures in Communications LLC
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015
SS# 504-66-2429

Mr. Michael Thompson
Ventures in Communications LLC
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015
SS# 478-68-9386

Mr. Greg Reynolds
ComPlus
51 Century Blvd., Suite 350
Nashville, TN 37214
SS# 268-56-9600

Mr. Thomas Hamilton
ComPlus
51 Century Blvd., Suite 350
Nashville, TN 37214
SS# 231-74-4648

Mr. Chris Sauer
ComPlus
600 Sacramento Inn Way, #232
Sacramento, CA 95815
SS# 552-94-8399

Dr. Robert Austin
ComPlus
2937 Landmark Way
Palm Harbor, FL 34684
SS# 370-54-1182

Mr. Kevin MacDermott
ComPlus
220 Forbes Road, Suite 405
Braintree, MA 02184
SS# 020-58-1799