



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000000306

ACCOUNT NO. : 072100000032

REFERENCE : 543306 4330012

AUTHORIZATION :

*Patricia Pyjuts*

COST LIMIT : \$ ~~70.75~~ 78.75

ORDER DATE : January 7, 2000

ORDER TIME : 11:28 AM

ORDER NO. : 543306-011

200003094802--8

CUSTOMER NO: 4330012

CUSTOMER: Kate Shafer, Legal Asst  
Swidler Berlin Shereff &  
Suite 300  
3000 K Street, N.w.  
Washington, DC 20007-5116

FOREIGN FILINGS

NAME: DLC ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ~~PLAIN STAMPED COPY~~  
CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 11 AM 10:13

RECEIVED  
00 JAN 11 PM 12:09  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*h/k 1/11/00*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 12, 2000

CARRIE VAUGHT  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: DLC ENTERPRISES, INC.  
Ref. Number: W00000000946

**RESUBMIT**

Please give original  
submission date as file date.

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We have received your document for DLC ENTERPRISES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 200A00001609

RECEIVED  
00 JAN 19 AM 9:04  
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TALLAHASSEE, FLORIDA

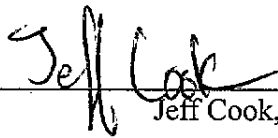
CERTIFICATE OF THE SECRETARY OF  
DLC ENTERPRISES. INC.

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DIVISION OF CORPORATIONS  
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Jeff Cook, Secretary of DLC Enterprises, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by unanimous written consent on the \_\_\_ day of January, 2000.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Direct Link Communications, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Jeff Cook, Secretary

**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.

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1. DLC Enterprises, 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. 13-4024999  
(FEI number, if applicable)
4. September 21, 1998  
(Date of incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. prospective /upon filing  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5071 Broadway, 2nd Floor  
New York, NY 10034  
(Current mailing address)
8. Communications  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee Florida, 32301  
(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.*

Corporation Service Company  
By: Kara R. Duff  
(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)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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. \_\_\_\_\_

Art Garcia, President

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

List of Directors and Officers  
for DLC Enterprises, Inc.

Gordon Cook  
Art Garcia  
Jeff Cook  
Robert Keller

Gordon Cook - CEO  
Art Garcia - President  
Jeff Cook - Executive VP of Sales  
Robert Keller - Executive VP of MIS

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**List of Directors and Officers**  
**for DLC Enterprises, Inc.**

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Directors	Officers
Gordon Cook 25 Highview Tuckahoe, NY 10707	Gordon Cook Chief Executive Officer 25 Highview Tuckahoe, NY 10707
Art Garcia 4305 Park Avenue Apartment 12 New York, NY 10453	Art Garcia President 4305 Park Avenue Apartment 12 New York, NY 10453
Jeff Cook 25 Highview Tuckahoe, NY 10707	Jeff Cook Executive VP of Sales 25 Highview Tuckahoe, NY 10707
Robert Keller 80 Park Drive Eastchester, NY 10709	Robert Keller Executive VP of Management Information Systems 80 Park Drive Eastchester, NY 10709

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DLC ENTERPRISES, 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 TENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 11 AM 10:13



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2946651 8300

AUTHENTICATION: 0189698

001012665

DATE: 01-10-00