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ACCOUNT NO. : 072100000032

REFERENCE : 583459 4329479

AUTHORIZATION *Patricia King*

COST LIMIT : \$ 78.75

ORDER DATE : February 10, 2000

ORDER TIME : 10:07 AM

ORDER NO. : 583459-010

900003130699-7

CUSTOMER NO: 4329479

CUSTOMER: Jason A. Brady, Esq
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

FOREIGN FILINGS

NAME: BAILEY, JOHNSON AND ASSOCIATES
INC.

B

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

*JK
2/10/00*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 4: 34

FILED

RECEIVED
00 FEB 10 AM 10: 40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BAILEY, JOHNSON AND ASSOCIATES, INC.
5150 NW 109TH AVENUE, SUITE ONE
SUNRISE, FLORIDA 33351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 4: 34

December 31, 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Corporate Name Change Amendment

To Whom It May Concern:

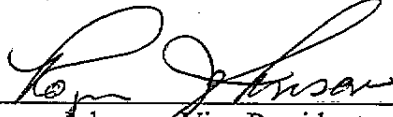
This letter shall serve as a transmittal of the attached Articles of Amendment to the Articles of Incorporation of Bailey, Johnson and Associates, Inc. which change the name of such entity to Critical Connections Corporation.

This letter shall also serve as authorization to release the name "Bailey, Johnson and Associates, Inc." to Bailey, Johnson and Associates, Inc., a California corporation, to which the undersigned assigned all rights in the name "Bailey, Johnson and Associates, Inc."

Thank you for your courtesy and cooperation. If you have any questions, please do not hesitate to call.

Sincerely

BAILEY, JOHNSON AND ASSOCIATES, INC.

By: 
Roger Johnson, Vice President

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.

FILED IN STATE DEPARTMENT OF STATE DIVISION OF CORPORATIONS 00 FEB 10 PM 4:35

- 1. Bailey, Johnson and Associates, 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. California (State or country under the law of which it is incorporated)
3. applied for (FEI number, if applicable)
4. December 29, 1999 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. January 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14137 Chadron Avenue Hawthorne, California 90254 (Current mailing address)

8. To engage in any lawful act or activity for which a foreign corporation may be authorized under the Florida Business Corporation Act. (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: A.G.C. Co.
Office Address: 200 S. Orange Avenue, SunTrust Center, Suite 2300 Orlando, Florida, 32801 (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.
A.G.C. Co.
By: [Signature] (Registered agent's signature)
Richard I. Fulmer, 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 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: Irving Zeiger

Address: 14137 Chadron Avenue
Hawthorne, California 90254

Vice Chairman: Edward Wiseman

Address: 14137 Chadron Avenue
Hawthorne, California 90254

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
00 FEB 10 PM 4:34

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

President: Irving Zeiger

Address: 14137 Chadron Avenue
Hawthorne, California 90254

Vice President: _____

Address: _____

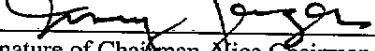
Secretary: Edward Wiseman

Address: 14137 Chadron Avenue
Hawthorne, California 90254

Treasurer: Edward Wiseman

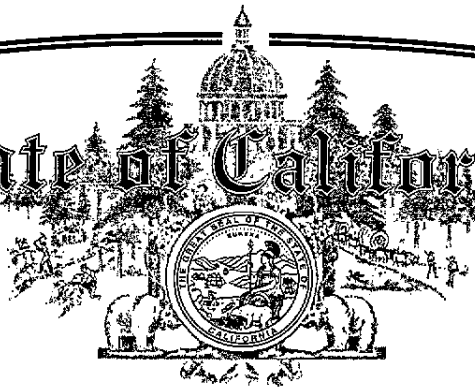
Address: 14137 Chadron Avenue
Hawthorne, California 90254

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. Irving Zeiger, President
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 10 PM 4:35

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **29TH** day of **DECEMBER, 1999**, **BAILEY, JOHNSON AND ASSOCIATES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

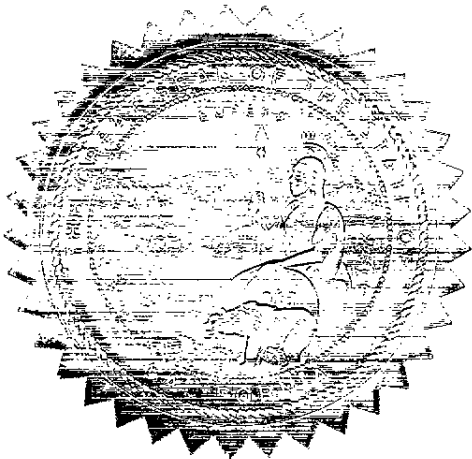
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 5, 2000.



Bill Jones

BILL JONES
Secretary of State