

F0000000944

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Phase 2 Solutions, 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:

Brent F. Dille 200003140472--4
(Name of Person) 02/18/00--01106--011
*****70.00 *****70.00
Harbor Consulting Group Inc.
(Firm/Company)
3220 Uddenberg Lane, Suite 4
(Address)
Gig Harbor, Washington 98335
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Brent F. Dille at (253) 851-6700
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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2/22

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

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. Phase 2 Solutions, 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. Arizona 3. 86-0920048
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 1, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3220 Uddenberg Lane, Suite 4
Gig Harbor, Washington 98335
(Current mailing address)
8. Provide Telecommunications 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: Richard Palumbo
Office Address: 1458 Byron Rd
Fort Meyers, Florida, 33919
(Zip code)

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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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Larry R. Willett

Address: 14505 N. Hayden, Suite 322, Scottsdale, Arizona 85260

Director: Robert D. Miller

Address: 14505 N. Hayden, Suite 322, Scottsdale, Arizona 85260

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

President: Larry R. Willett

Address: 14505 N. Hayden, Suite 322

Scottsdale, Arizona 85260

Vice President: Robert D. Miller

Address: 14505 N. Hayden, Suite 322

Scottsdale, Arizona 85260

Secretary: Robert D. Miller

Address: 14505 N. Hayden, Suite 322

Scottsdale, Arizona 85260

Treasurer: Robert D. Miller

Address: 14505 N. Hayden, Suite 322

Scottsdale, Arizona 85260

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. Larry R. Willett, President

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

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TALLAHASSEE FLORIDA

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****PHASE 2 SOLUTIONS, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on May 1, 1998.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 11th day of February, 2000, A. D.



Executive Secretary

BY: *Agua Algene*

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