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Lance J.M. Steinhart

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Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

00789-00310-00671

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November 22, 1999

**VIA FEDERAL EXPRESS NO. 225521131**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

900003057639--2  
-12/01/99--01056--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Certificate of Authority for Telemanagement Services, Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Nevada Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

FILED

00 FEB 24 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

When the application is accepted for filing, please forward it to the address listed above in the preaddressed, prepaid envelope I have provided. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

*Charlotte Lacey*

Charlotte Lacey  
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: Ms. Deborah L. Ward (w/enc)  
National Corporate Research, Ltd. (w/enc)

F00-994  
GA 2/24



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 6, 1999

CHARLOTTE LACEY  
LANCE J.M. STEINHART  
6455 EAST JOHNS CROSSING, SUITE 285  
DULUTH, GA 30097

SUBJECT: TELEMAGEMENT SERVICES, INC.  
Ref. Number: W99000027770

We have received your document for TELEMAGEMENT SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 399A00057323

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 24 AM 10:30

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 2, 2000

CHARLOTTE LACEY  
LANCE J.M. STEINHART  
6455 EAST JOHNS CROSSING, SUITE 285  
DULUTH, GA 30097

SUBJECT: TELEMAGEMENT SERVICES, INC.  
Ref. Number: W99000027770

We have received your document for TELEMAGEMENT SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6917.

Gretchen Harvey  
Document Specialist Supervisor

Letter Number: 300A00004952

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00 FEB 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Debra L. Ward, do hereby certify  
(Name)

that this Resolution of the Board of Directors of

Telemanagement Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada

was duly adopted on 9/26, 19 97

Be it resolved, that Telemanagement Services, Inc.

(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

Telenet Services, Inc.

for use in Florida.

Dated: 2/17/00

Debra L. Ward

Signature of either Chairman, Vice Chairman or any officer

Debra L. Ward

Type or print name

FILED  
00 FEB 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:*

**Telemanagement Services, Inc.**

1. \_\_\_\_\_  
(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. **88-0375539**  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **9/26/97** 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. **6455 East Johns Crossing, Suite 285, Duluth, GA 30097**

\_\_\_\_\_  
(Current mailing address)

8. **Provide Telecommunication Services**  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box ~~NOT~~ acceptable)

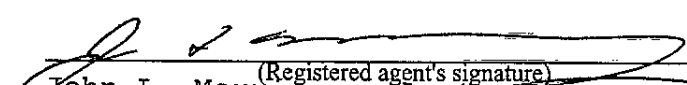
Name: **National Corporate Research, Ltd.**

Office Address: **1406 Hays Street, Suite #2**

**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.*

  
(Registered agent's signature)  
**John L. Morrissey, Asst. V.P.**

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.

FILED

00 FEB 21 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: **Deborah L. Ward**

Address: **31255 Cedar Valley Drive, Suite 224, Westlake Village, CA 91362**

Director: **C. Douglas Dickson**

Address: **31255 Cedar Valley Drive, Suite 224, Westlake Village, CA 91362**

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

President: **Deborah L. Ward**

Address: **31255 Cedar Valley Drive, Suite 224, Westlake Village, CA 91362**

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

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

Secretary: **C. Douglas Dickson**


Address: **31255 Cedar Valley Drive, Suite 224, Westlake Village, CA 91362**

Treasurer: **C. Douglas Dickson**

Address: **31255 Cedar Valley Drive, Suite 224, Westlake Village, CA 91362**

FILED  
00 FEB 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. DEBORAH L. WARD / President  
(Typed or printed name and capacity of person signing application)

# 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, **TELEMANAGEMENT SERVICES, 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 September 26, 1997, 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 November 16, 1999.



*Dean Heller*

Secretary of State

By

*Acqueline usry*  
Certification Clerk