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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-04/28/00--01049-001
*****78.75 *****78.75

SUBJECT: Capital Land Services, 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:

Debra Barker

(Name of Person)

Capital Land Services, Inc.

(Firm/Company)

1015 Waterwood Parkway, Suite I

(Address)

Edmond, OK 73034

(City/State/Zip)

MJH

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Sharon Thompson

(Name of Person)

at (405) 348-5460

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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. Capital Land Services, 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. Oklahoma
(State or country under the law of which it is incorporated)
3. 73-1244975
(FEI number, if applicable)
4. April 18, 1985
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 17, 2000
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1015 Waterwood Parkway, Suite I
Edmond, Oklahoma 73034
(Current mailing address)
8. Project management for the telecommunications industry, including site and easement acquisition, zoning and permitting.
(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: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(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.

On S. Beer

(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.

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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: Mr. Ismael Perera

Address: 6303 Blue Lagoon Dr., Suite 305
Miami, FL 33126

Vice Chairman: _____

Address: _____

Director: Mr. Burton E. McGillivray

Address: 55 W. Monroe, 16th Floor
Chicago, IL 60670-0610

Director: Mr. Paul L. Whiting, Jr. See attached amendment

Address: 55 W. Monroe, 16th Floor
Chicago, IL 60670-0610 for additional Directors

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

President: Patrick L. Adams

Address: 1015 Waterwood Parkway, Suite I
Edmond, OK 73034

Vice President: Gary J. Reed

Address: 1015 Waterwood Parkway, Suite I
Edmond, OK 73034

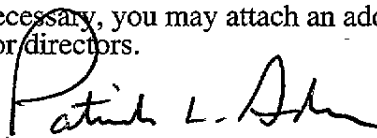
Secretary: Sharon L. Thompson

Address: 1015 Waterwood Parkway, Suite I
Edmond, OK 73034

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. Patrick L. Adams, President
(Typed or printed name and capacity of person signing application)

CAPITAL LAND SERVICES, INC.

12 A. DIRECTORS (Continued)

Mr. Richard W. Detweiler
7777 Fay Ave., Suite 200
La Jolla, CA 92037

Mr. Ismael Perera
6303 Blue lagoon Dr., Suite 305
Miami, FL 33126

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that CAPITAL LAND SERVICES, INC., is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this
17th day of April, 2000.

Mae Hunter

Secretary of State

By: *Shirley A. [Signature]*