

FOOOOOOO2505

BAKER, DONELSON, BEARMAN & CALDWELL

A PROFESSIONAL CORPORATION

2200 RIVERVIEW TOWER

900 SOUTH GAY STREET

PO BOX 1792

KNOXVILLE, TENNESSEE 37901

(423) 549-7000

FACSIMILE

(423) 525-8569

TENNESSEE

MEMPHIS
NASHVILLE
CHATTANOOGA
KNOXVILLE
JOHNSON CITY
HUNTSVILLE

MISSISSIPPI

JACKSON

WASHINGTON, D.C.

DEBBY E. PURDY

April 28, 2000

500003235895--9
-05/02/00-01097-008
*****70.00 *****70.00

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

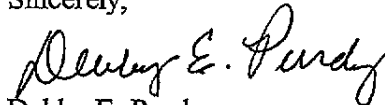
**RE: Phone Online, Inc./Application for Foreign Corporation for
Authorization to Transact Business in Florida**

Dear Sir or Madam:

Enclosed please find an original Application for Foreign Corporation for Authorization to Transact Business in Florida to be filed on behalf of Phone Online, Inc. Also enclosed is a Certificate of Existence from the state of Tennessee, the Corporation's domestic state, our Firm's check in the amount of \$70.00 for the filing fee and an extra copy of the Application to be returned to me in the enclosed, self-addressed envelope with the acknowledgment of filing.

Thank you for your assistance. If you have any questions, please contact me.

Sincerely,



Debby E. Purdy
Paralegal

FILED
00 MAY -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Patrick Conley, w/enclosures
David L. Morehous, Esq., w/out enclosures

mtu
5/5

**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. Phone Online, 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. Tennessee 3. 62-1804990
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 1, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 618 S. Gay Street, Suite 200
Knoxville, Tennessee 37902
(Current mailing address)
8. Consulting and customized software design
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

FILED
00 MAY -2 PM 1:45
TALAMON
SECRETARY OF STATE

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.

Mary R. Adams
(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)

Director:

Chairman: Terry Marsh

Address: 10215 Mascot Pike

Strawberry Plains, Tennessee 37871

Director:

Vice Chairman: Scanlon Putegnat

Address: 1404 Spring Point Way

Knoxville, Tennessee 37931

Director: Patrick Conley

Address: 912 Coxboro Court

Knoxville, Tennessee 37923

Director: _____

Address: _____

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

President: Terry Marsh

Address: 10215 Mascot Pike

Strawberry Plains, Tennessee 37871

Vice President: Scanlon Putegnat

Address: 1404 Spring Point Way

Knoxville, Tennessee 37931

Secretary/
Treasurer Patrick Conley

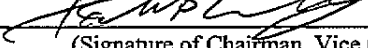
Address: 912 Coxboro Court

Knoxville, Tennessee 37923

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 Conley, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
00 MAY -2 PM 1:45
TALLAHASSEE, FLORIDA

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 04/27/2000
REQUEST NUMBER: 001182002
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/01/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0380637
JURISDICTION: TENNESSEE

TO:
BAKER DONELSON BEARMAN ETC
511 UNION ST
NASHVILLE, TN 37219

REQUESTED BY:
BAKER DONELSON BEARMAN ETC
511 UNION ST
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"PHONE ONLINE, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
00 MAY -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/27/00

FROM:
BAKER DONELSON BEARMAN ETC (NASHVILLE)
511 UNION ST
SUITE 1700
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002680134
ACCOUNT NUMBER: 00208389



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE