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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-06/01/00--01078--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: OCEN COMMUNICATIONS, 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:

Charlotte Lacey

(Name of Person)

Law Office of Lance J.M. Steinhart

(Firm/Company)

6455 East Johns Crossing

Suite 285

(Address)

Duluth

GA

30097

(City/State/Zip)

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

Charlotte Lacey

(Name of Person)

at ( 770 ) 232-9200

(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

FILED  
JUN -2 1998  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

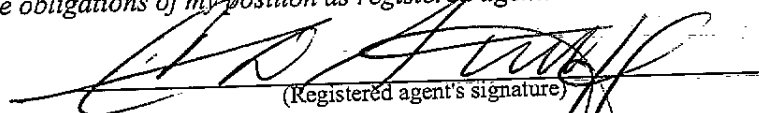
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

## OCEN COMMUNICATIONS, 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. Delaware 3. 95-4659521  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/14/00 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. 4900 Riverside Rd, Bldg C110, Irwindale, CA 91706  
(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: TCS Corporate Services, Inc.  
Office Address: 1406 Hays Street Ste. #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)

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) See attached

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

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

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

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

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

Secretary: \_\_\_\_\_

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

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. James Courtney, Chief Operating Officer  
(Typed or printed name and capacity of person signing application)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LIST OF OFFICERS & DIRECTORS OF**  
**OCEN COMMUNICATIONS, INC.**

**Officers**

Ron Higgins	Chairman
Alex Liu	Chief Executive Officer
Steve San Eng	Exec. VP of Corp. Development
James Courtney	Chief Operating Officer
Thomas Bao	President & VP of Greater China
Mark Keithley	Chief Financial Officer
William Haner	VP Sales
Eckhart Gouras	VP Business Development
Gunther Gee	VP Technology
Chris Au	VP Legal & Secretary

**Directors**

Ron Higgins  
Simon Lo  
Steve San Eng  
Thomas Bao  
Chan Ki  
Lloyd Fischer  
Jean Eric Salata

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JUN -2 11 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All the above listed Officers & Directors can be reached at 4900 Rivergrade Road, Building C110, Irwindale, CA 91706.

*State of Delaware*  
*Office of the Secretary of State*

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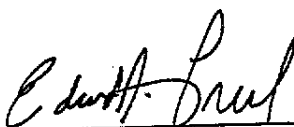
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEN COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OCEN COMMUNICATIONS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
JUN -2 2000  
TALAMON  
SECRETARY OF STATE  
DELAWARE



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0448797

DATE:

05-19-00