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ACCOUNT NO. : 072100000032

REFERENCE : 941531 7638A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : December 21, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 941531-005

600003511696--5

CUSTOMER NO: 7638A

CUSTOMER: Thomas Ruffin, Iii, Esq
Gutter, Joseph & Ruffin
Suite 900
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309-2112

FILED
00 DEC 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: QSERVE COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis EXT# 1165

EXAMINER: _____

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RECEIVED
TALLAHASSEE, FLORIDA

FOO-7115
QR

Received Event (Event Succeeded)

Date: 12/19/00
Remote CSID: 1-302-998-0595

Time: 9:38 AM
Pages: 6

From: 09:35 EST 12/19/2000 - CSE THE United States Corp. Co. Page 4 of 6 #1251837 BY

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. qServe Communications, 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. Delaware
(State or country under the law of which it is incorporated)
3. 88-0432892
(FEI number, if applicable)
4. 12/28/99
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1053 S. Batesville Road, Suite B, Greer, SC 29650
(Principal office address)
Same as above.
(Current mailing address)
8. Any lawful activity
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Laura R. Dunlap
as its agent

Corporation Service Company

Laura R. Dunlap
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. X

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

RIDER TO SECTION 12

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Geoff Tirman
2120 North Van Buren
Little Rock, AR 72207

Mark Lee
2120 North Van Buren
Little Rock, AR 72207

Brian Ladin
2120 North Van Buren
Little Rock, AR 72207

David Burns
9755 Parkview Avenue
Boca Raton, FL 33428

John Taylor, Chairman
1053 S. Batesville Road, Suite B
Greer, SC 29650

Bud Finley
11 Corporate Hill Drive
Little Rock, AR 72205

Mark Shapley
174 Butler Drive
Ridgeland, MS 39157

B. OFFICERS

John Taylor,
President, Chief Executive Officer
1053 S. Batesville Road, Suite B
Greer, SC 29650

Don D. Lewis, II
Chief Financial Officer
1053 S. Batesville Road, Suite B
Greer, SC 29650

flqual.list.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QSERVE 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

3150118 8300

AUTHENTICATION: 0871895

001643485

DATE: 12-21-00