

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Unicorn 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:

David L. Rottmayer

(Name of Person)

Unicorn Communications, Inc.

(Firm/Company)

2704 Montague Court East

(Address)

900002945049--2

Clearwater, FL 33761

-03/02/01--01002--011

(City/State/Zip)

*****78.75 *****78.75

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

900002945049--2

-07/29/99--01053--007

*****70.00 *****70.00

David L. Rottmayer

at (727) 789-6155

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 1999

DAVID L. ROTTMAYER
2704 MONTAGUE COURT EAST
CLEARWATER, FL 33761

SUBJECT: UNICORN COMMUNICATIONS, INC.
Ref. Number: W99000017916

We have received your document for UNICORN COMMUNICATIONS, 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):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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If you have any questions concerning the filing of your document, please call
(850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 099A00039285

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2000

DAVID L. MOTTMAYER
2704 MONTAGUE COURT EAST
CLEARWATER, FL 33761

SUBJECT: UNICORN COMMUNICATIONS, INC.
Ref. Number: W99000017916

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for UNICORN COMMUNICATIONS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 2, 1997. You were notified by letter dated August 3, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2300.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 300A00006306

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
FRANKLIN & JOHANSEN, P.A.

LYNN G. FRANKLIN
DEBORAH KISH JOHANSEN
—
OF COUNSEL
JON S. PRIDGEON

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ORLANDO, FLORIDA 32801

February 27, 2001

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(407) 228-4271
E-MAIL
FranklinLaw@aol.com

Gretchen Harvey
Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Unicorn Communications, Inc.
Ref. No. W99000017916
Letter No. 300A00006306

Dear Ms. Harvey:

This letter is to follow-up on the above referenced matters with regard to Unicorn Communications, Inc. We have not received any information from past inquiry. As noted previously, this matter has been forwarded to this firm for resolution. It is our understanding that, Unicorn Communications, Inc., an Illinois corporation, previously submitted Application for Authorization to Transact Business in Florida, in late 1999 or early 2000. The application erroneously indicated that the date of first business in Florida was prior to the date of the application.

As the enclosed verified statement of Unicorn Communications, Inc.'s President, David L. Rottmayer, indicates, the company did not transact any business, as that term is defined under Florida law, Section 607.1501, *Fla. Stat.*, in the State of Florida prior to the initial application, nor has it done so to date. In actuality, the corporation is just now preparing to undertake business in the State, and has heretofore, only been the location of residence of the corporation's President.

Accordingly, we are seeking a clarification of the previous inquiry into the status of Unicorn Communications, Inc.'s business transactions in Florida, and for approval of the company's current Application for Authorization to Transact Business in Florida, which is enclosed herewith.

Please do not hesitate to contact me if you have any questions.

Sincerely,


Lynn G. Franklin, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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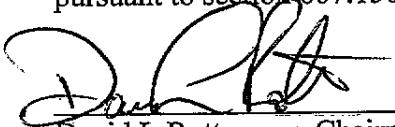
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LGF/el
Encl

Affidavit

Erroneous information was listed on the application of Unicorn Communications, Inc.

The correct date that Unicorn Communications, Inc. began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, Florida Statutes.



David L Rottmayer, Chairman
Unicorn Communications, Inc.

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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.*

1. Unicorn 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. Illinois, USA

(State or country under the law of which it is incorporated)

3. 36-4097036

(FEI number, if applicable)

4. July 9, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 26, 2000

(Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2704 Montague Court East, Clearwater, FL 33761-1217

(Current mailing address)

8. All lawful purposes, including the provision of domestic and international telecommunications services.
(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)

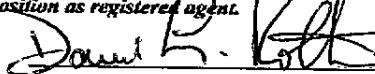
Name: David L. Rottmayer

Office Address: 2704 Montague Court East

Clearwater, Florida, 33761
(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)

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'SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman:

Address:

Vice Chairman:

Address:

Director: David L. Rottmayer

Address: 2704 Montague Court East
Clearwater, FL 33761-1217

Director:

Address:

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

President: David L. Rottmayer

Address: 2704 Montague Court East
Clearwater, FL 33761-1217

Vice President:

Address:

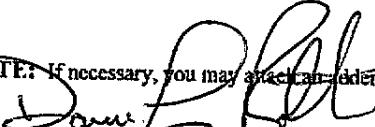
Secretary:

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. David L. Rottmayer

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

UNICORN COMMUNICATIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 9, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this _____ 8TH day of _____ FEBRUARY A.D. 2001

Jesse White

SECRETARY OF STATE