

CT CORPORATION SYSTEM

F01000001443

CORPORATION(S) NAME

Parsons Communications Group, Inc.

100003856361--4
-03/16/01--01086--025
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/16/01

Order#: 3643608

Ref#: _____

Amount: \$ _____

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DIVISION OF CORPORATION

RECEIVED
CB

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

BK
3/16

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. Parsons Communications Group Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. 94-3376767
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/12/0 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/1
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4701 Hedgemore Drive, Charlotte, NC 28209
(Current mailing address)

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8. provide installation services to 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: C T Corporation System
Office Address: 1200 South 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.
OT Richy W. F. Hickey
C T Corporation/System ASSISTANT SECRETARY
(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)

Chairman: _____

Address: See attached list

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

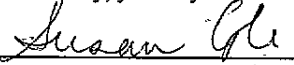
Secretary: _____

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. Susan Cole, Vice President
(Typed or printed name and capacity of person signing application)

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List of Directors and Officers with Business Addresses (OD)

Parsons Communications Group Inc.

<u>Director</u>	<u>Title</u>
Curtis A. Bower	Director
Frank A. DeMartino	Director
Charles L. Harrington	Director

<u>Officer</u>	<u>Title</u>
Charles L. Harrington	President
Curtis A. Bower	Executive Vice President and Treasurer
Frank A. DeMartino	Executive Vice President
Thomas M. Marvaso	Senior Vice President
Anthony P. Pyrz	Senior Vice President
Gary L. Stone	Senior Vice President and Assistant Secretary
George L. Ball	Vice President and Assistant Secretary
Susan Cole	Vice President and Secretary
Sharon Cosgrave	Vice President
Robert L. Glenn	Vice President
Robert W. Jones	Vice President and Assistant Secretary
George A. Maki	Vice President
W. Dean Nottingham	Vice President
William D. Price	Vice President
Dennis H. Quade	Vice President and Assistant Secretary
Donald J. Thomas	Vice President
Ian R. Thomsen	Vice President and Assistant Secretary
Steven R. Zdravkovich	Vice President
Michael Griffith	Assistant Secretary
Thomas L. Johanson	Assistant Secretary
William Millhone	Assistant Secretary
Robert F. Nugent	Assistant Secretary

Curtis A. Bower

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Frank A. DeMartino

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Charles L. Harrington

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

Thomas M. Marvaso

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

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TALLAHASSEE, FLORIDA

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List of Directors and Officers with Business Addresses (OD)

Anthony P. Pyrz

Home Office: 5390 Triangle Parkway, Suite 100
Norcross, GA 30092

Gary L. Stone

Home Office: 100 West Walnut Street
Pasadena, CA 91124

George L. Ball

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Susan Cole

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Sharon Cosgrave

Home Office: 15770 No. Dallas Parkway, Suite 500
Dallas, TX 75248

Robert L. Glenn

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Robert W. Jones

Home Office: 100 West Walnut Street
Pasadena, CA 91124

George A. Maki

Home Office: 100 West Walnut Street
Pasadena, CA 91124

W. Dean Nottingham

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

William D. Price

Home Office: Prudential Center
101 Huntington Avenue
Boston, MA 02199

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TALLAHASSEE, FLORIDA

List of Directors and Officers with Business Addresses (OD)

Dennis H. Quade

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Donald J. Thomas

Home Office: 5390 Triangle Parkway
Norcross, GA 30092

Ian R. Thomsen

Home Office: 100 West Walnut Street
Pasadena, CA 91124

Steven R. Zdravkovich

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

Michael Griffith

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

Thomas L. Johanson

Home Office: 100 West Walnut Street
Pasadena, CA 91124

William Millhone

Home Office: 4701 Hedgemore Drive
Charlotte, NC 28209

Robert F. Nugent

Home Office: 30 Dan Road
Canton, MA 02021

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARSONS COMMUNICATIONS GROUP 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-SECOND DAY OF FEBRUARY, A.D.. 2001.

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3286872 8300

AUTHENTICATION: 0984617

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DATE: 02-22-01