

# FD1000001764

**Lance J.M. Steinhart, P.C.**

Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

February 12, 2001

**VIA FEDERAL EXPRESS**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314  
(850) 488-9000

W-1-3761

Re: Certificate of Authority for FAST PHONES, INC.

200003677132--5  
-02/13/01--01083--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

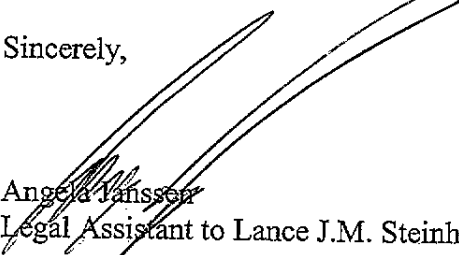
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Alabama Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

  
Angela Janssen  
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: Mr. Thomas Adair (w/enc)

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01 APR -2 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WR 4/2

Bp

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: **FAST PHONES, 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:

**Angela Janssen**

(Name of Person)

**Law Office of Lance J.M. Steinhart**

(Firm/Company)

**6455 East Johns Crossing**

**Ste. 285**

(Address)

**Duluth**

**GA**

**30097**

(City/State/Zip)

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

**Angela Janssen**

(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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 16, 2001

LANCE J.M. STEINHART, P.C.  
SUITE 285  
6455 EAST JOHNS CROSSING  
DULUTH, GA 30097

SUBJECT: FAST PHONES, INC.  
Ref. Number: W01000003761

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TALLAHASSEE FLORIDA

We have received your document for FAST PHONES, INC. and your check totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that this name is for use in Florida only, and does not affect your filing in Alabama in any way.

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

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 801A00009869

LAW OFFICES  
**KAUFMAN & ROTHFEDER**  
A PROFESSIONAL CORPORATION

SAMUEL KAUFMAN  
ALAN E. ROTHFEDER\*\*  
JO KAREN PARR  
THOMAS R. DEBRAY  
RICHARDSON B. MCKENZIE III  
ROBERT E. L. GILPIN  
GEORGE W. THOMAS  
JOHN WARD WEISS  
ROBERT M. RITCHIEY  
SIMEON F. PENTON  
WILLIAM B. SELLERS\*

ALLANT CENTER  
2740 ZELDA ROAD  
MONTGOMERY, ALABAMA 36106

MAILING ADDRESS:  
P.O. DRAWER 4540  
ZIP 36103-4540

TELEPHONE (334) 244-1111  
FACSIMILE (334) 244-1969

J. SCOTT PIERCE  
CARLA COLE GILMORE  
MARK M. GIBSON\*\*  
DAVID BOWEN HUGHES  
JOCIAUDIA MOORE  
ERIC LLOYD FRUITT  
JOHN A. HOWARD

OF COUNSEL  
GREGG BRANTLEY EVERETT  
ALSO ADMITTED TO: \*D.C. BAR \*\*GA BAR

March 29, 2001

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32316

Re: Fast Phones, Inc.  
Our File No. 9558.1001

Your Ref. No. W01000003761

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TALLAHASSEE FLORIDA

Dear Lee:

Per our telephone conversation a few weeks ago, our client, Fast Phones, Inc. ("Fast Phones") desires to amend its application to qualify to do business in the State of Florida to reflect that it wishes to qualify under the name "Fast Phones, Inc. of Alabama." Enclosed please find a copy of the Unanimous Written Consent of Fast Phones, Inc.'s Board of Directors as well as a copy of the Certified Copy of Resolution evidencing the Corporation's wish to amend its application for qualification.

Please note that Fast Phones, Inc. owns the name Fast Phones, Inc. and has registered this name as a service mark with both the Alabama Secretary of State as well as the United States Patent and Trademark Office. We have contacted FastPhone, Inc. in writing requesting that it cease and desist use of this name and service mark. However, this name dispute may take a considerable amount of time to resolve and therefore, we agree to amend the application and qualify to do business under the name "Fast Phones, Inc. of Alabama" so that Fast Phones, Inc. may move forward with expanding its business to the State of Florida and also expedite other applications required to be filed with the State of Florida. Fast Phones, Inc. does not waive its right to the name by filing under "Fast Phones, Inc. of Alabama" and this is noted in the Board of Directors' Unanimous Written Consent as well as the Certified Copy of Resolution.

KAUFMAN & ROTHFEDER

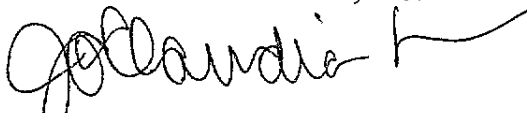
March 29, 2001

Page 2

Should you have any questions whatsoever, please do not hesitate to contact us. We appreciate your assistance in this matter.

Sincerely yours,

KAUFMAN & ROTHFEDER, P.C.

A handwritten signature in black ink, appearing to read "Jo Claudia Moore", with a stylized flourish extending to the right.

Jo Claudia Moore

JM/p

Encls.

pc: Mr. Ashley R. Allen  
Lance J. M. Steinhart, Esq.  
Samuel Kaufman, Esq.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FAST PHONES, INC.**  
**UNANIMOUS WRITTEN CONSENT**  
**OF BOARD OF DIRECTORS**  
**IN LIEU OF SPECIAL MEETING MARCH 29, 2001**

The undersigned, being all of the members of the Board of Directors of **Fast Phones, Inc.**, an Alabama corporation, unanimously agree in writing as permitted by Section 10-2B-8.21, Code of Alabama, 1975, as amended, to the following actions in lieu of a Special Meeting of the Board of Directors. This Unanimous Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors of this Corporation and shall have like force and effect as if the resolutions and actions taken herein had been duly adopted and taken at the Special Meeting of the Board of Directors with all members being present.

The purpose of this Unanimous Written Consent is to identify and authorize all actions that are to be taken in order to effect the qualification of the Corporation to do business in the State of Florida and to authorize the Vice President of the Corporation to enforce and protect the Corporation's service mark "Fast Phones, Inc.," resorting to legal action, if necessary. Therefore, the following resolutions are hereby unanimously adopted:

RESOLVED, that the Corporation applied to qualify to do business with the State of Florida and was informed that the name "Fast Phones, Inc." was not available in the State of Florida due to the presence of a Florida company named "FastPhone, Inc.," correspondence from the State of Florida attached hereto; and

BE IT FURTHER RESOLVED, that the Corporation owns the service mark "Fast Phones, Inc.," which is registered as a service mark with the United States Patent and Trademark Office and the State of Alabama, and that the Directors authorize the Vice President of the Corporation, Ashley R. Allen, to enforce and protect the Corporation's service mark and, if he deems necessary, initiate legal proceedings against FastPhone, Inc. demanding that they cease and desist use of the name "FastPhone, Inc."; and

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TALLAHASSEE FLORIDA

STATE OF ALABAMA     )  
                                  :  
MONTGOMERY COUNTY )

**CERTIFIED COPY  
OF  
RESOLUTION OF  
FAST PHONES, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

01 APR -2 AM 11:05

FILED

I, Thomas R. Adair, Secretary of **Fast Phones, Inc.**, an Alabama corporation, hereby certify that the Board of Directors of the aforesaid corporation unanimously approved the following resolution by Unanimous Written Consent on March 29, 2001, and that the resolution was unanimously approved, has not been amended or revoked and is in full force and effect:

RESOLVED, that the Corporation applied to qualify to do business with the State of Florida and was informed that the name "Fast Phones, Inc." was not available in the State of Florida due to the presence of a Florida company named "FastPhone, Inc.," correspondence from the State of Florida attached hereto; and

BE IT FURTHER RESOLVED, that the Corporation owns the service mark "Fast Phones, Inc.", which is registered as a service mark with the United States Patent and Trademark Office and the State of Alabama, and that the Directors authorize the Vice President of the Corporation, Ashley R. Allen, to enforce and protect the Corporation's service mark and, if he deems necessary, initiate legal proceedings against FastPhone, Inc. demanding that they cease and desist use of the name "FastPhone, Inc."; and


BE IT FURTHER RESOLVED, that the Corporation authorizes the Vice President of the Corporation, Ashley R. Allen, to qualify the Corporation to do business in the State of Florida under the name of "Fast Phones, Inc. of Alabama" for the sole purpose of expediting the Corporation's qualification to do business in the State of Florida, thereby allowing the Corporation to proceed with its public service commission application and/or registration in the State of Florida; and

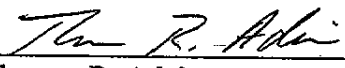
BE IT FURTHER RESOLVED, that by qualifying the Corporation to do business in the State of Florida under the name "Fast Phones,

BE IT FURTHER RESOLVED, that the Corporation authorizes the Vice President of the Corporation, Ashley R. Allen, to qualify the Corporation to do business in the State of Florida under the name of "Fast Phones, Inc. of Alabama" for the sole purpose of expediting the Corporation's qualification to do business in the State of Florida, thereby allowing the Corporation to proceed with its public service commission application and/or registration in the State of Florida; and

BE IT FURTHER RESOLVED, that by qualifying the Corporation to do business in the State of Florida under the name "Fast Phones, Inc. of Alabama," the Corporation is not waiving the Corporation's rights to the name and service mark "Fast Phones, Inc." and documentation shall be filed with the qualification noting that the Corporation does not waive its rights to "Fast Phones, Inc."

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of **Fast Phones, Inc.**, have hereunto set their hands on this 29<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
Ashley R. Allen


  
\_\_\_\_\_  
Thomas R. Adair

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Inc. of Alabama," the Corporation is not waiving the Corporation's rights to the name and service mark "Fast Phones, Inc." and documentation shall be filed with the qualification noting that the Corporation does not waive its rights to "Fast Phones, Inc."

IN WITNESS WHEREOF, I have hereunto subscribed my signature and affixed the seal of  
this Corporation, this 29<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
Thomas R. Adair - Secretary

(SEAL)

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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:*

**FAST PHONES, 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. Alabama 3. 63-1205856  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/9/98 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. P.O. Box 20877, Montgomery, Alabama 36120

\_\_\_\_\_  
(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 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.

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**SECRETARY OF STATE**  
**TALLAHASSEE-FLORIDA**

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: See Attached

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

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

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

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

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

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

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

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

President: See Attached

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

14. Thomas Adair President  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

**LIST OF OFFICERS & DIRECTORS OF**  
**FAST PHONES, INC.**

**Officers**

Thomas Adair  
Ashley Allen

President  
Vice President

**Directors**

Thomas Adair  
Ashley Allen

All the above referenced Officers & Directors can be reached at:  
4343 Virginia Loop Road, Montgomery, Alabama 36116

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TALLAHASSEE-FLORIDA

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Fast Phones, Inc. incorporated in Montgomery County, Montgomery, Alabama on July 9, 1998. I further certify that the records do not disclose that said Fast Phones, Inc. has been dissolved.

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TALLAHASSEE FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 9, 2001

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State