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REFERENCE : 201926 7142595

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

FILED
01 JUL 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2001

ORDER TIME : 10:05 AM

ORDER NO. : 201926-025

CUSTOMER NO: 7142595

CUSTOMER: Tara A. Grause, Esq
Baker & Hostettler
312 Walnut Street, Suite 2650

Cincinnati, OH 45202

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01 JUL 23 AM 10:45
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: TELEDIMENSIONS INTERNATIONAL,
INC.

400004491264--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

DK

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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. Teledimensions International 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. Ohio 3. 31-1780358
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 19, 2001 5. Perpetual
(Date of incorporation) (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. 5253 Wooster Road, Cincinnati, Ohio 45226
(Principal office address)
5253 Wooster Road, Cincinnati, Ohio 45226
(Current mailing address)
Audio visual system maintenance and repair
8. _____
(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.

Corporation Service Company

BRIAN COURTNEY, ASST. V.P. (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: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

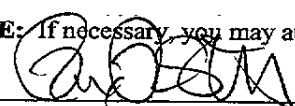
Secretary: _____

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. Rex R. Stull, President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

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

FOR

TELEDIMENSIONS INTERNATIONAL INC.

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TALLAHASSEE, FLORIDA

12. A. Directors (Names and Business Addresses):

Marc Goossens
5253 Wooster Road
Cincinnati, Ohio 45226

Rex R. Stull
5253 Wooster Road
Cincinnati, Ohio 45226

Amir El Yordi
5253 Wooster Road
Cincinnati, Ohio 45226

B. Officers (Names and Business Addresses):

Chief Operating Officer: Marc Goossens
5253 Wooster Road
Cincinnati, Ohio 45226

President: Rex R. Stull
5253 Wooster Road
Cincinnati, Ohio 45226

Vice President: Douglas Ellis
5253 Wooster Road
Cincinnati, Ohio 45226

Secretary: Amir El Yordi
5253 Wooster Road
Cincinnati, Ohio 45226

Assistant Secretary: Rex R. Stull
5253 Wooster Road
Cincinnati, Ohio 45226

Treasurer: Andrew Clement
5253 Wooster Road
Cincinnati, Ohio 45226

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TELEDIMENSIONS INTERNATIONAL INC., an Ohio Corporation, Charter No. 1236941, having its principal location in Cincinnati, County of Hamilton, was incorporated on June 19, 2001, is currently in GOOD STANDING upon the records of this office.

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01 JUL 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal

at Columbus, Ohio on

June 26, 2001



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State