

Division of Corporation

<http://ccf11.dos.state.fl.us/scripts/efilcovr.exe>**F01000004763**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000096946 8)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 205-0383

## From:

Account Name : BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.  
Account Number : I20000000104  
Phone : (941) 366-3700  
Fax Number : (941) 366-0189

**FOREIGN PROFIT QUALIFICATION****COMDIAL CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	5
Estimated Charge	\$70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 SEP -7

AL

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP -7 PM 3:23

RECEIVED

Sep 07 01 03:02p

Don Harrell

941-951-0785

p.2

850)487-6013

09/07/01 14:53 Fl Dept of State

p1 /1



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP -7

September 7, 2001

BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

SUBJECT: COMDIAL CORPORATION  
REF: W01000020868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, 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.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H01000096946  
Letter Number: 801A00050539

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H01000096946 8

**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.*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP -7

1. COMDIAL CORPORATION  
(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. 94-2443673  
(FEI number, if applicable)
4. April 6, 1982  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 31, 2001  
(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. 106 CATTLEMEN ROAD, SARASOTA, FLORIDA 34232  
(Principal office address)  
106 CATTLEMEN ROAD, SARASOTA, FLORIDA 34232  
(Current mailing address)
8. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and Florida.  
(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: DONALD J. HARRELL  
Office Address: 1776 RINGLING BLVD.  
City/State/Zip: SARASOTA, FLORIDA 34236

**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

H01000096946 8

H01000096946 8

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

Chairman: Dianne C. Walker  
Address: 3086 Fairway Hills Ct., Park City, UT 84060

Vice Chairman: Nickolas A. Branica  
Address: 106 Cattlemen Road, Sarasota, FL 34232

Director: Barbara J. Dreyer  
Address: 1225 I Street, NW, Suite 400, Washington, DC 20005

Director: Robert P. Collins  
Address: One Chagrin Highlands, 2000 Auburn Dr., Suite 400, Beachwood, OH 44122

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP - 7

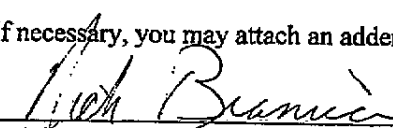
**B. OFFICERS**

President & CEO: Nickolas A. Branica  
Address: 106 Cattlemen Road, Sarasota, FL 34232

Senior Vice President,  
CFO & Treasurer: Paul K. Suijk  
Address: 106 Cattlemen Road, Sarasota, FL 34232

Vice President &  
Controller: Kay D. Carter  
Address: 106 Cattlemen Road, Sarasota, FL 34232

**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. NICK BRANICA, PRESIDENT, CEO, VICE CHAIRMAN  
(Typed or printed name and capacity of person signing application)

H01000096946 8

*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 "COMDIAL CORPORATION" 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-THIRD DAY OF AUGUST, A.D. 2001.

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

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 SEP -7



0935164 8300

010416694

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1309877

DATE: 08-23-01