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CORPORATE
ACCESS,
INC.

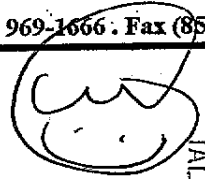
236 East 6th Avenue.. Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

WALK IN

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10/24/01



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFIED COPY

CUS

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Foreign

1.) (CORPORATE NAME & DOCUMENT #)

2.) Conversant Technologies Inc.
(CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

800004652618-4

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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01 OCT 25 AM 9:30
DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

Unisearch, Inc.
590 Park Street., #6
St. Paul, Minnesota 55103
(651) 225-9500
(800) 227-1256
Fax (651) 225-9579

October 23, 2001

To: Florida Secretary of State

800004652618--4

To: Whom it may concern:

I have an Account that we set up with the Electronic Filing section back in 1997. We did not like the Electronic procedure and wished to close out our account. Due to the delay in closing our account, the state cannot refund our balance because of Florida statue 215.26.

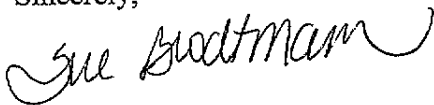
Per the instructions of Sammy Caldwell (a supervisor at the Florida Secretary of State), he informed me that I can give permission to have someone file over the counter giving them my account number and password, explaining the situation.

I am giving my permission to Corporate Access to file the Application by Foreign Corporation for Authorization to Transact Business in Florida for **Conversant Technologies Inc.** using my account #076400001407, the password is: Minnesota. (The fee that should be deducted from my account is \$70.00).

Please feel free to call me at 800-227-1256 if you have any questions.

Thank you.

Sincerely,



Sue Brodtmann
Operations Manager

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**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. CONVERSANT TECHNOLOGIES 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. Texas
(State or country under the law of which it is incorporated)
3. 75-25 98142 262612
(FEI number, if applicable)
4. APRIL 27, 1995
(Date of incorporation)
5. PERPETUAL
(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. 2809 REGAL RD. Rm 208 PLANO, TX 75075
(Principal office address)
2809 REGAL RD. Rm 208 PLANO, TX 75075
(Current mailing address)
8. TELECOMMUNICATION 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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

NRAI Services, Inc.

Sue Brodtmann

Sue Brodtmann, Asst. Sec. (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN D. PROFANCHIK

Address: 2809 REGAL RD. Rm 208
PLANO, TX 75075

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOHN D. PROFANCHIK

Address: 2809 REGAL RD. Rm 208
PLANO, TX 75075

Vice President: _____

Address: _____

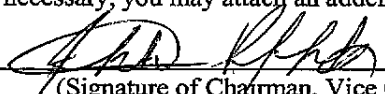
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. JOHN D. PROFANCHIK, PRESIDENT
(Typed or printed name and capacity of person signing application)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Assistant Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for CONVERSANT TECHNOLOGIES, INC. (filing number: 135418300), a Domestic Business Corporation, was filed in this office on April 27, 1995.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 24, 2001.



A handwritten signature in black ink, appearing to read "G. S. Connor".

Geoffrey S. Connor
Assistant Secretary of State