

FD2000003110

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 1 COM, INC. d/b/a 1 Com South
(Name of corporation - must include suffix)

Dear Sir or Madam:

FOR WRP 8/4 CUS

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:

MJH

HAROLD P. Dunne
(Name of Person)

1 COM, INC.
(Firm/Company)

310 SOUTH STREET
(Address)

PLAINVILLE, MA 02762
(City/State and Zip code)

300005462673
05/06/02 - 01075 - 010
78.75. 78.75

For further information concerning this matter, please call:

Michael Levesque, ESQ. at (508) 699 1771
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 MAY - 6 PM 4:22

FILED

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy


**CORPORATE RESOLUTION
OF
1 COM, INC.**

Resolved that, Harold P. Dunne, President,

OF THIS CORPORATION, being authorized and empowered in the name and on behalf of 1 Com, Inc., a corporation organized and existing under the Laws of the Commonwealth of Massachusetts, deems it desirable and necessary for 1 Com, Inc. to register and do business in the State of Florida under the name of **1 Com South, Inc.**

The forgoing being resolved, Harold P. Dunne, President, and his attorneys are hereby authorized to execute and file all requisite papers and documents to comply with all applicable laws of the State of Florida.

The undersigned hereby certifies that he is the President and Secretary of 1 Com, Inc., a corporation organized and existing under the Laws of the Commonwealth of Massachusetts, and that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors.


Harold P. Dunne, Secretary/Clerk

SEAL

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. 1 COM, 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. MASSACHUSETTS 3. 043397802
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 13, 1997 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. 310 South Street, Plainville, MA 02762
(Principal office address)

310 South Street, Plainville, MA 02762
(Current mailing address)

8. Telecommunication sales, re-sales, and 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: Luis Correa

Office Address: 10724 SW 145 Ave
Miami, Florida 33186
(City) (Zip code)

10. Registered agent's acceptance:

Luis R. Correa
(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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02 MAY -6 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: HAROLD P. DONNE
Address: 19 Peters Lane, Franklin, MA 02038

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: HAROLD P. DONNE
Address: 19 Peters Lane, Franklin, MA 02038

Vice President: SAME

Address: _____

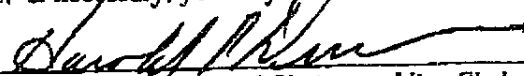
Secretary: SAME

Address: _____

Treasurer: SAME

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. HAROLD P. DONNE, President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 23, 2002

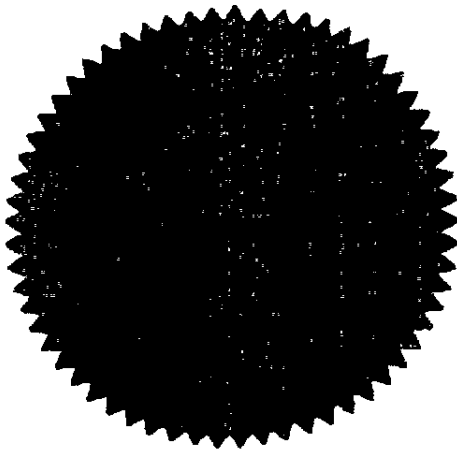
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

1 COM, INC.

is a domestic corporation organized on **November 13, 1997**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

