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FILED
2002 JUL 15 AM 11:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VERY SMART NETWORKS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800006417488--3
-07/15/02--01091--011
****70.00 ****70.00

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:

JACK D. VALL

(Name of Person)

VERY SMART NETWORK, INC.

(Firm/Company)

180 SOUTH KNOWLES, SUITE 7

(Address)

WINTER PARK, FL 32789

(City/State and Zip code)

For further information concerning this matter, please call:

JACK D. VALL

(Name of Person)

at (407) 628-2900

(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

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

J. BRYAN JUL 16 2002

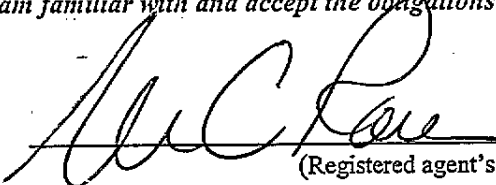
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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. VERY SMART NETWORKS, 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. DELEWARE 3. 59-5705402
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JAN 11, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 2002
(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. 180 SOUTH KNOWLES, SUITE 7
(Principal office address)
WINTER PARK, FL. 32789
(Current mailing address)
8. SALE & INSTALLATION OF CONVERGENCE WIRING IN RESIDENTIAL & COMMERCIAL APPLICATIONS.
(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: William C. Roll
Office Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, Florida 32789
(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.



(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: JOHN J. MURPHY, JR.
Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, FL. 32789
Vice Chairman: WILLIAM C. ROLL
Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, FL. 32789
Director: JACK DUVALL
Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, FL. 32789
Director: CHRISTOPHER D'ARNAUD-TAYLOR
Address: 360 WEST 22ND ST. SUITE 16B
NEW YORK, N.Y. 10011

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B. OFFICERS

President: JACK DUVALL
Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, FL. 32789
Vice President: WILLIAM C. ROLL
Address: 180 SOUTH KNOWLES, SUITE 7
WINTER PARK, FL. 32789
Secretary: JACK DUVALL
Address: SAME
Treasurer: WILLIAM C. ROLL
Address: SAME

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

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

14. JACK DUVALL, PRESIDENT
(Typed or printed name and capacity of person signing application)

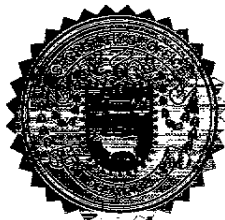
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERYSMARTNETWORKS, INC." 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 SIXTH DAY OF JUNE, A.D. 2002.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3343345 8300

AUTHENTICATION: 1815214

020351028

DATE: 06-06-02