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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

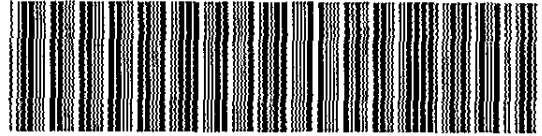
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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13 OCT 29 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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F03-5320

OK



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 10, 2003

KIM POWELL  
50 MONUMENT ROAD  
BALA CYNURD, PA 19004

SUBJECT: ATX LICENSING, INC.  
Ref. Number: W03000029305

We have received your document for ATX LICENSING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 103A00055496

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OCT 10 2003  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Atx Licensing, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Kim Powell  
(Name of Person)  
Atx Communications Inc.  
(Firm/Company)  
50 Monument Rd.  
(Address)  
Bala Cynwyd PA 19004  
(City/State and Zip code)

For further information concerning this matter, please call:

Kim Powell at (610) 668-3000  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA  
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**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

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. ATX Licensing, 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. DE 3. 23-3039838  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-21-00 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. 50 Monument Rd Bala Cynwyd PA 19004  
(Principal office address)

50 Monument Rd Bala Cynwyd PA 19004  
(Current mailing address)

8. telecommunications  
(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)

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.

By: Tina Bonovich  
(Registered agent's signature) TINA BONOVICH  
ASST. SEC.

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OCT 20 AM 10:48

FILED

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

A. DIRECTORS

Chairman: Barclay Knapp  
 Address: 110 E 59th St 20th Flr  
New York NY 10022

Vice Chairman: Thomas Gravina  
 Address: 50 Monument Rd.  
Bala Cynwyd PA 19004

Director: Michael Peterson  
 Address: 50 monument Rd.  
Bala Cynwyd PA 19004

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

B. OFFICERS

President: Jeff Courson  
 Address: 50 Monument Rd  
Bala Cynwyd PA 19004

Vice President: Chris Holt  
 Address: 75 Broad St 11th Flr New York NY 10004

Secretary: Chris Holt  
 Address: 75 Broad St 11th Flr New York NY 10004

Treasurer: Neil Peritz  
 Address: 50 Monument Rd, Bala Cynwyd PA 19004

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. Mark Epstein, Sr. Comm. Cnsl.  
 (Typed or printed name and capacity of person signing application)

# Delaware

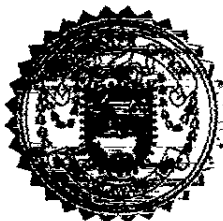
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATX LICENSING, 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATX LICENSING, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2660596

DATE: 09-29-03