

F040000001556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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04 MAR 18 PM 5:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

04 MAR 18 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BN

CT CORPORATION

March 18, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
04 MAR 18 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6060121 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

TCP Communications, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 18, 2004

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: TCP COMMUNICATIONS INC.
Ref. Number: W04000010964

RECEIVED
04 MAR 22 AM 11:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for TCP COMMUNICATIONS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

This appears to be an actual Delaware corporation. If so, you must submit a certificate of good standing from the Secretary of State of Delaware. We can't take the Massachusetts certificate.,

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 504A00018151

My Apologies!

Please credit + bookdate to

3/18/04

Thw!
Ackman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 18 PM 5:01

FILED

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. TCP Communications Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 76-0712307

(FEI number, if applicable)

4. September 3, 2002

(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. 900 Cummings Center 305U, Beverly, MA 01915

(Principal office address)

Same as above

(Current mailing address)

8. To own and operate wireless Communications facilities.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(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.

C T Corporation System

By: Lauren Krenz

(Registered agent's signature)

LAUFEN H. KREATZ.

SECRETARY OF STATE

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: Paul McGinn

Address: 900 Cummings Center, Suite 305U, Beverly, MA 01915

Vice Chairman: Christopher J. Shipman

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

Director: Christopher J. Shipman

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

Director: Tyler Newton

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

B. OFFICERS

President: Paul McGinn

Address: 900 Cummings Center, Suite 305U, Beverly, MA 01915

Vice President: Christopher J. Shipman

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

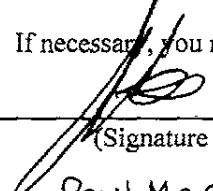
Secretary: Christopher J. Shipman

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

Treasurer: Christopher J. Shipman

Address: 711 Fifth Avenue, Suite 402, New York, NY 10022

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Paul McGinn
(Typed or printed name and capacity of person signing application)

Delaware

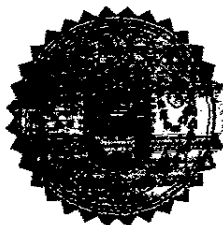
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCP COMMUNICATIONS 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 NINETEENTH DAY OF MARCH, A.D. 2004.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3564913 8300

AUTHENTICATION: 2999373

040205001

DATE: 03-19-04