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(City/State/Zip/Phone #)

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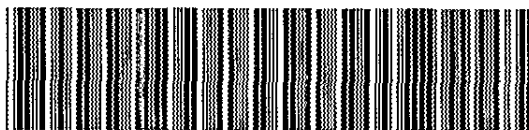
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W04-17387



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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bluegrass Communications, 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:

Martha DeZern

(Name of Person)

Bluegrass Communications, Inc.

(Firm/Company)

4234 Benson Pike

(Address)

Shelbyville, KY 40065

(City/State and Zip code)

For further information concerning this matter, please call:

Martha DeZern

(Name of Person)

at (502) 930-5765

(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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 5, 2004

MARTHA DEZERN
BLUEGRASS COMMUNICATIONS, INC.
4234 BENSON PIKE
SHELBYVILLE, KY 40065

SUBJECT: BLUEGRASS COMMUNICATIONS, INC.
Ref. Number: W04000017387

We have received your document for BLUEGRASS COMMUNICATIONS, INC. and your check(s) totaling \$87.50. 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 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 404A00030776

**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. Bluegrass Communications, Inc.

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

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

2. Kentucky

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

3. 31-1510804

(FEI number, if applicable)

4. Nov, 1996

(Date of incorporation)

5.

(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. 4234 Benson Pike, Shelbyville, KY 40065

(Principal office address)

4234 Benson Pike, Shelbyville, KY 40065

(Current mailing address)

8. To sell Cingular Wireless service and equipment

(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: **Ralph Mobley**

Office Address: **9781 Sassfrass Court**

Estero, FL

(City)

Florida **33928**

(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.

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

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A. DIRECTORS

Chairman: Martha DeZern

Address: 4234 Benson Pike

Shelbyville, KY 40065

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Martha DeZern

Address: 4234 Benson Pike

Shelbyville, KY 40065

Vice President: _____

Address: _____

Secretary: Sabrina Bailey

Address: 137 Appletree Court, Frankfort, KY 40601

Treasurer: _____

Address: _____

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. Martha DeZern, President
(Typed or printed name and capacity of person signing application)



Trey Grayson
Secretary of State

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,


BLUEGRASS COMMUNICATIONS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is November 4, 1996 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of May, 2004.




Trey Grayson
Secretary of State
Commonwealth of Kentucky
mstratton/0423662