

F04000004782

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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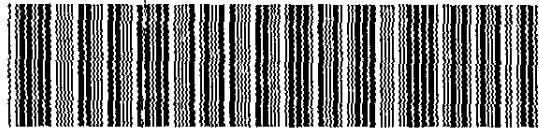
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 AUG 20 AM 11:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CT CORPORATION

August 20, 2004

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

FILED
04 AUG 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6046353 SO
Customer Reference 1: 31780.21
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

TriPoint Global 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

February 27, 2004

CT CORPORATION SYSTEM

SUBJECT: TRIPOINT GLOBAL COMMUNICATIONS INC.
REF: W04000008255

FILED
04 AUG 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that TRIPOINT GLOBAL COMMUNICATIONS INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$6,900.00.

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

FAX Aud. #: H04000042453
Letter Number: 104A00013164

AFFIDAVIT RE: QUALIFICATION IN FLORIDA

STATE OF New York)
) SS:
COUNTY OF New York)

FILED
04 AUG 20 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

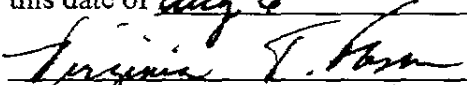
Stephen Green, being duly sworn, deposes and says that he is the Secretary of TriPoint Global Communications Inc. (the "Company"), a corporation organized under the laws of the State of Delaware on March 15, 1994, which has applied as a foreign corporation to qualify to transact business in Florida, that the Company has not previously transacted business as a foreign corporation in Florida but has filed consolidated tax returns in Florida on behalf of its subsidiaries, and thus, the Company believes it is not obligated to pay any penalties and/or interest related to the transaction of business in Florida prior to its qualification.

The identification number the Company employs for federal income tax purposes is 561871899.


Stephen Green, Secretary

Subscribed and sworn to before me

this date of Aug 6, 2004.


Notary Public of the State of NY

My Commission Expires:

[Seal]

VIRGINIA T. FASANO
Notary Public, State of New York
No. 60-4958738
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires November 13, 2005

**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. TriPoint Global 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. Delaware

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

3. 56-1871899

(FEI number, if applicable)

4. March 15, 1994

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(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. Same as below ✓

(Principal office address)

1500 Prodellin Drive, Newton, North Carolina 28658

(Current mailing address)

8. to engage in any lawful activity for which corporations may be organized

(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, Florida 33324

(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.

C T Corporation System

(Registered agent's signature)

Jennifer F. Aultman

Special Assistant Secretary

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Stephen Green, Vice President

(Typed or printed name and capacity of person signing application)

Rider to Application by Foreign Corporation for Authorization to Transact
Business in Florida for TriPoint Global Communications Inc.

12.A. Directors

Jack E. Haegele	1350 Avenue of the Americas 8 th Floor, Suite 840 New York, New York 10019
Stephen Green	1350 Avenue of the Americas 8 th Floor, Suite 840 New York, New York 10019
Donald Hofmann	1221 Avenue of the Americas New York, New York 10020

12.B. Officers

Jack E. Haegele	Chief Executive Officer	1350 Avenue of the Americas 8 th Floor, Suite 840 New York, New York 10019
Stephen Green	Vice President and Secretary	1350 Avenue of the Americas 8 th Floor, Suite 840 New York, New York 10019

Delaware

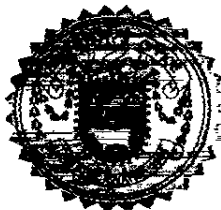
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIPPOINT GLOBAL 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 TENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



2385936 8300

040585236

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3287100

DATE: 08-10-04