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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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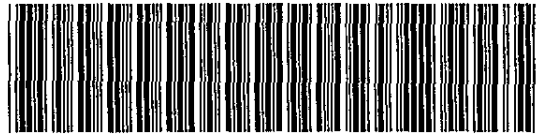
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Voxeo Corporation

(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:

Stephen Neish

(Name of Person)

Voxeo Corporation

(Firm/Company)

100 East Pine Street, Suite 600

(Address)

Orlando, FL 32801

(City/State and Zip code)

For further information concerning this matter, please call:

Stephen Neish

(Name of Person)

at ( 407 ) 835-0089

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

(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. 20-1373457

(FEI number, if applicable)

4. 7/13/2004

(Date of incorporation)

5. perpetual

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

6. Oct - 1<sup>st</sup>, 2004

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 East Pine Street, Suite 600 Orlando, FL 32801

(Principal office address)

100 East Pine Street, Suite 600 Orlando, FL 32801

(Current mailing address)

8. SALE OF COMPUTER SOFTWARE, HOSTING, DEVELOPMENT

(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 NOT acceptable)

Name:

CT Corporation System

Office Address:

1200 S. Pine Island Road

Plantation

(City)

, Florida 32301

(Zip code)

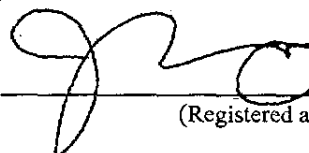
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10. Registered agent's acceptance:

*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.*



**JAMES A. BORDONARO  
ASSISTANT SECRETARY**

(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:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

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

\_\_\_\_\_

**B. OFFICERS**

President: Jonathan Taylor - CEO

Address: 100 East Pine Street, Suite 600 Orlando, FL 32801

\_\_\_\_\_

Vice President: \_\_\_\_\_

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

\_\_\_\_\_

Secretary: \_\_\_\_\_

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

\_\_\_\_\_

Treasurer: Stephen Neish - CFO

Address: 100 East Pine Street, Suite 600 Orlando, FL 32801

\_\_\_\_\_

**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 NEISH, CFO

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

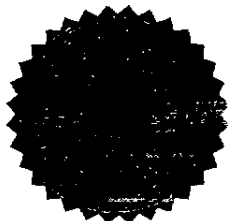
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOXEO CORPORATION" 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 EIGHTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3828175 8300

AUTHENTICATION: 3400431

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DATE: 10-08-04