

# F05000000487

Florida Department of State  
Division of Corporations  
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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

### IDS TELCOM CORP. OF DELAWARE

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DIVISION OF CORPORATIONS

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PAGE 001/001

Florida Dept of State



January 23, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

IDS TELCOM CORP. OF DELAWARE  
2855 SOUTH CONGRESS AVENUE  
DELRAY BEACH, FL 33445

SUBJECT: IDS TELCOM CORP. OF DELAWARE  
REF: F05000000487

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.

THE NAME IDS TELCOM CORP. IS STILL NOT AVAILABLE BECAUSE OF A TRADEMARK EXISTING BY THAT NAME. IF IT WAS AVAILABLE FOR USE IN FLORIDA, A RESOLUTION DROPPING THE ALTERNATE NAME WOULD HAVE BEEN THE PROPER PAPERWORK TO SUBMIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson  
Document Specialist

FAX Aud. #: E06000018866  
Letter Number: 806A00004699

**IDS TELCOM CORP.**  
(a Delaware corporation)

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS  
IN LIEU OF A MEETING**

**Dated as of January 25, 2006**

The undersigned, being all of the members of the board of directors (the "Board") of IDS Telecom Corp., a Delaware corporation (the "Company"), hereby waive notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolutions pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Company qualified to transact business as a foreign corporation in the State of Florida on January 27, 2005 using the forced assumed name "IDS Telecom Corp. of Delaware" due to a name use conflict in such state; and

WHEREAS, the true, legal name of the Company is now available for use in the State of Florida;

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company to amend the Company's Application for Registration in the State of Florida to reflect the true, legal name of the Company;

NOW THEREFORE BE IT RESOLVED, that the Company's Application for Registration in the State of Florida be amended to reflect the true, legal name of the Company for purposes of transacting business in Florida as "IDS Telecom Corp.", and that each of the officers of the Company (each, an "Authorized Officer") be and hereby is authorized to execute, acknowledge, make, deliver and accept any and all documents and instruments as such Authorized Officer deems necessary, appropriate and/or desirable to effect the foregoing resolutions and may in his or her sole discretion approve, which approval shall be conclusively evidenced by his or her execution thereof; and

BE IT FURTHER RESOLVED, that all actions previously taken or to be taken by any of the company's officers, directors, agents or representatives in connection with any of the foregoing resolutions, and all other agreements, documents, certificates, and schedules expressly or implicitly contemplated thereby and the transactions evidenced thereby shall be, and hereby are, ratified, confirmed and adopted.

This consent may be executed in counterparts and shall be filed with the minutes of the Company.


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has adopted this unanimous written consent as of the date first above written.

DIRECTORS:

  
Kenneth Baritz

  
John S. Patton

  
Steven F. Tunney

IN WITNESS WHEREOF, the undersigned has adopted this unanimous written consent  
as of the date first above written.

DIRECTORS:

Kenneth Baritz

John A. Patton

Steven F. Tunney