

FROM : FLORIDA FILING

FAX NO. : 850 668 3398

SEP 16 2005 12:39PM

F05000005384

Florida Department of State
Division of Corporations
Public Access System

SEP 16 A 3:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000221304 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

RECEIVED
05 SEP 16 PM 12:11
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

VERTICAL COMMUNICATIONS ACQUISITION CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

221

Electronic Filing Menu

Corporate Filing

Public Access Menu

H05200221304 3

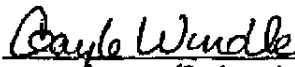
2005 SEP 16 A 6:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN 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. Vertical Communications Acquisition Corp.
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/16/05 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5 Cambridge Center, 3rd Floor Cambridge MA 02142
(Principal office address)
- 5 Cambridge Center, 3rd Floor, Cambridge, MA 02142
(Current mailing address)
8. any lawful act, activity and/or business 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 NOT acceptable)
Name: Capitol Corporate Services, Inc.
Office Address: 1333 North Duval Street
Tallahassee, Florida 32303
(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.



Gayle Windle, Asst. Secretary on behalf of Capitol Corporate Services, Inc.
(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:

H05200221304 3

FROM : FLORIDA FILING

FAX NO. : 8506683398

Sep. 16 2005 12:40PM P3

H050002213043

FILED

2005 SEP 16 A 6:08
SEC. OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William Y. Tauscher

Address: 5 Cambridge Center Cambridge MA 02142

Director: _____

Address: _____

B. OFFICERS

President: William Y. Tauscher

Address: 5 Cambridge Center Cambridge MA 02142

Vice President: Peter H. Bailey

Address: 5 Cambridge Center Cambridge MA 02142

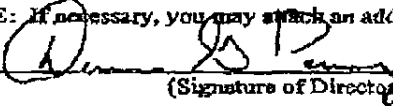
Secretary: William Y. Tauscher

Address: 5 Cambridge Center Cambridge MA 02142

Treasurer: Duncan Perry

Address: 5 Cambridge Center Cambridge MA 02142

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. Duncan Perry Treasurer
(Typed or printed name and capacity of person signing application)

H050002213043

H050002213043

Delaware

PAGE 1

The First State

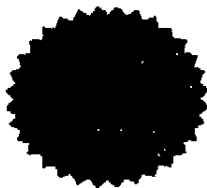
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTICAL COMMUNICATIONS ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERTICAL COMMUNICATIONS ACQUISITION CORP." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 2005.

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

4016382 8300

050758319



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4159466

DATE: 09-15-05

H0500022130112