

From:

Division of Corporations

10/10/2005 13:21:00 P 001/010

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Florida Department of State
Division of Corporations
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2005 AUG 16 A 8:36

Att. DATE
FLORIDA

Agnes Lunt

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

From: Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

Hi Agnes,

Per our telephone conversation attached is qual. for the general partner of Comtel Assets & Co. The LP qual was submitted filing on 8/14/05. It is extremely important that it retain a filing date of 8/14/05. Thanks so much!

FOREIGN PROFIT QUALIFICATION

Comtel Assets Inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

AL

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From:

10/10/2005 13:23 #008 P.005/010

850-205-0381

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 10, 2005

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: COMTEL TELCOM ASSETS LP
REF: W05000038847

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.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H05000196434
Letter Number: 005A00061415

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05 OCT 10 8M 249
DIVISION OF CORPORATIONS

From:

10/10/2005 13:22 #008 P.002/010

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FILED

**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. Comtel Assets 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. Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 26, 2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 600 Travis Houston TX 77002
(Principal office address)

600 Travis Houston TX 77002
(Current mailing address)

telecommunications

8. (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: National Corporate Research, Ltd., Inc.

Office Address: 515 East Park Avenue

Tallahassee Florida 32301
(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.

Ann Marie Cummins

(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: Stuart Porter
Address: 500 Boylston St., 17th Floor
Boston MA 02116

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SCHOOL OF STATE
TALLAHASSEE FLORIDA

Vice Chairman: _____
Address: _____

Director: Bill Zartler
Address: 600 Travis
Houston TX 77002

Director: Megan Kelleher
Address: 500 Boylston St., 17th Floor
Boston MA 02116

B. OFFICERS

President: Bill Zartler
Address: 600 Travis
Houston TX 77002

Vice President: Stuart Porter
Address: 500 Boylston St., 17th Floor
Boston MA 02116

Secretary: Megan Kelleher
Address: 500 Boylston St., 17th Fl. Boston MA 02116

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Megan Kelleher
(Signature of Director or Officer listed in number 12 of the application)

14. Megan Kelleher Secretary
(Typed or printed name and capacity of person signing application)

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



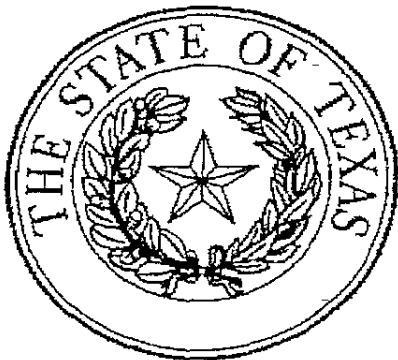
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2005 Roger Williams 8:36
Secretary of State
TALLAHASSEE, FLORIDA

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for Comtel Assets Inc. (filing number: 800523334), a Domestic Business Corporation, was filed in this office on July 26, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 16, 2005.



Roger Williams

Roger Williams
Secretary of State

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