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TALLAHASSEE, FLORIDA

PA (FL)

00000454

for al

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cleo Communications, Inc.
(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:

Nancy L. McIntosh
(Name of Person)
Cleo Communications, Inc.
(Firm/Company)
PO Box 15835
(Address)
Loves Park, IL 61132-5835
(City/State and Zip code)

For further information concerning this matter, please call:

Nancy McIntosh at (815) 282-7651
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2006

NANCY L. MCINTOSH
CLEO COMMUNICATIONS, INC.
P.O. BOX 15835
LOVES PARK, IL 61132-5835

SUBJECT: CLEO COMMUNICATIONS, INC.
Ref. Number: W06000010454

We have received your document for CLEO COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 106A00014862

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. Cleo 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. Illinois 3. 36-3713066
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 28, 1990 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4201 Galleria Drive, Loves Park, IL 61111
(Principal office address)
PO Box 15835, Loves Park, IL 61132-5835
(Current mailing address)

8. Development and sale of communications software
(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: Brian Hampton

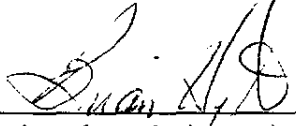
Office Address: 423 Terracina Way

Naples XXXXXXXX Florida 34119
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.



(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: Dr. Frederick Gahl

Address: 7064 Harlem Road, Rockford, IL 61111

Vice Chairman: _____

Address: _____

Director: John Crone

Address: 2787 Hedgecliff, Rockford, IL 61114

Director: Evans Erikson

Address: 2965 Cotswold Circle, Rockford, IL 61114

B. OFFICERS Brian Hampton

President: Brian Hampton

Address: 423 Terracina Way, Naples, FL 34119

Vice President: _____

Address: _____

Secretary: Nancy McIntosh

Address: 2204 Delcy Drive, Rockford, IL 61107

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. President Brian Hampton

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

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TALLAHASSEE, FLORIDA

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5601-837-9

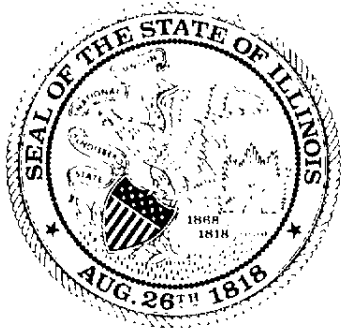


To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CLEO COMMUNICATIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 28, 1990, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS

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 JAMES H. HANCOCK, FLORIDA



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 27TH day of FEBRUARY A.D. 2006

Jesse White

SECRETARY OF STATE