

F07000001341

Florida Department of State
Division of Corporations
Public Access System

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.

((H07000052885 3)))



H070000528853ABC2

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) 205-0381

From:
Account Name : Florida Research & Filing Services, Inc.
Account Number : I20030000083
Phone : (850) 656-6446
Fax Number : (850) 942-6446

* RESUBMITTING
w/ CORRECTIONS
PLEASE RETAIN
ORIGINAL
SUBMISSION
DATE: 2/27/07

FOREIGN PROFIT/NONPROFIT CORPORATION

SMARTTALK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	86 08
Estimated Charge	\$78.75

4678.75

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 FEB 27 PM 12:58

APPROVED
AND
FILED



March 2, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations
FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: SMARTTALK, INC.
REF: W07000010645

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.

Please accept our apology for failing to mention this in our previous letter.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SMARTTALK, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 2003, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

FAX Aud. #: H07000052885
Letter Number: 707A00015207

P.O BOX 6327 - Tallahassee, Florida 32314

H07000052885

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SmartTalk, 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:

Laurel A. Swope

(Name of Person)

Baker Donelson Bearman Caldwell & Berkowitz, A Professional Corporation

(Firm/Company)

420 North 20th Street, Suite 1600

(Address)

Birmingham, AL 35203

(City/State and Zip code)

For further information concerning this matter, please call:

Laurel A. Swope

(Name of Person)

at (205) 250-8383

(Area Code & Daytime Telephone Number)

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

H07000052885

H07000052885

**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. SmartTalk, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
Delaware SmartTalk, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 84-1342866
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 26, 1996 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. 1110 Montlilar Drive, Suite 700, Mobile, AL 36609
(Principal office address)
1110 Montlilar Drive, Suite 700, Mobile, AL 36609
(Current mailing address)
8. Sound Recordings
(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: NRAI Services, Inc.
Office Address: 2731 Executive Park Dr., Ste 4
Weston, Florida 33331
(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.

NRAI Services, Inc.

M. Ferdinand
(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.

H07000052885

SECRET
TALLAHASSEE, FLORIDA

07 FEB 27 PM 12:58

AND
FILED

H07000052885

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. Neil Armentrout

Address: 1110 Montlimar Drive, Suite 700

Mobile, AL 36609

Vice Chairman: Frances S. Armentrout

Address: 1110 Montlimar Drive, Suite 700

Mobile, AL 36609

Director: Michael K. Hoover

Address: 1110 Montlimar Drive, Suite 700

Mobile, AL 36609

Director: Pat Ortale

Address: 1110 Montlimar Drive, Suite 700

Mobile, AL 36609

B. OFFICERS

President: W. Neil Armentrout

Address: 1110 Montlimar Drive, Suite 700

Mobile, AL 36609

Vice President:

Address:

Secretary: Frances S. Armentrout

Address: 1110 Montlimar Drive, Suite 700, Mobile, AL 36609

Treasurer: Lisa Taylor (EVP & COO)

Address: 1110 Montlimar Drive, Suite 700, Mobile, AL 36609

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.

Lisa Taylor, Executive Vice President and Chief Operating Officer

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

07 FEB 27 PM 12:58
SECRET
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

H07000052885

H07000052885

SMARTTALK, INC.
A Delaware CorporationApplication for Certificate of Authority

Names and business addresses of the current directors and officers:

NAME	TITLE	ADDRESS
W. Neil Armentrout	President, Chief Executive Office & Director	1110 Montlimar Drive, Suite 700 Mobile, AL 36609
Frances S. Armentrout	Secretary & Director	1110 Montlimar Drive, Suite 700 Mobile, AL 36609
Lisa Taylor	Executive Vice President & Chief Operating Officer	1110 Montlimar Drive, Suite 700 Mobile, AL 36609
Michael K. Hoover	Director	1110 Montlimar Drive, Suite 700 Mobile, AL 36609
Pate Ortale	Director	1110 Montlimar Drive, Suite 700 Mobile, AL 36609
David Fitzgerald	Director	1110 Montlimar Drive, Suite 700 Mobile, AL 36609

07 FEB 27 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

H07000052885

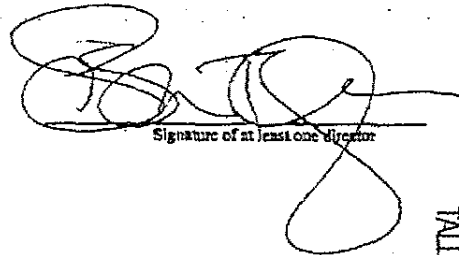
H07000052885

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Lisa Taylor, Executive Vice President and CEO, do hereby certify
SmartTalk, Inc.
That this Resolution of the Board of Directors of _____
A corporation duly organized and existing under the laws of the State of Delaware
Was duly adopted on January, 19 2007

SmartTalk, Inc.
Resolved, that _____, organized
and existing in the State of Delaware, hereby adopts the
Delaware SmartTalk, Inc.
name _____ for use in Florida.

Dated: January, 2007



Signature of at least one director

SECRETARY OF STATE
TALLAHASSEE FLORIDA

07 FEB 27 PM 12:56

APPROVED
AND
FILED

DNHS19(3/93)

H07000052885

H07000052885

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTTALK, INC." 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 TENTH DAY OF JANUARY, A.D. 2007.

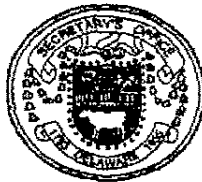
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMARTTALK, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
AND
AFFIDAVIT
07 FEB 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2617972 8300

070030146

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5343629

DATE: 01-10-07

H07000052885