

Prentice Hall Legal & Financial Services



TN: (004) 222-7495

95000000371

ORGANIZATION(S) NAME

CHARTER NUMBER

calls for less fee

100001386691
01/23/95--01044--016--
****122.50 ****122.50

- | | |
|---|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Mergor |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

W95-1551

- | | |
|--|---|
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

6/1/94
95 JUN 28 AM 9:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Walk In () Call If Problem () Will Wait Pick up 6/23 11:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Dell BY: Cheryl
BRANCH RECEIVING: Dolly BY: Tim
REFJOB # 094-94-02357
CLIENT MATTER # _____
SAME DAY _____ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: MAIL FAX **FED EXP.**
FILED:
SENT TO: BRANCH CLIENT _____
SPECIAL INSTRUCTIONS: paid 1152.50
using amount

CHECK #	_____
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

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. CALLS FOR LESS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEBRASKA 3. 47-67848
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9-16-94 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 9915 S. 148th STREET
OMAHA, NEBRASKA 68138
(Current mailing address)
8. RESELL OF TELECOMMUNICATIONS SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.
The Prentice-Hall Corporation System, Inc.
By: Charles L. Spivey
(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.

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

A. DIRECTORS

Chairman: William D. SAPP

Address: 102 NOBLE DRIVE

ASHLAND, NE 68003

Vice Chairman: TIMOTHY P. JONES

Address: RR1, Box 615

JEFFERSON, SD 57038

Director: ALLEN J. MARSH

Address: 17614 Troon Circle

OMAHA, NE 68137

Director: KATHLEEN S. JONES

Address: 1040 RIVER DRIVE

SIoux CITY, IA 51109

B. OFFICERS

President: William D. SAPP

Address: 102 NOBLE DRIVE

ASHLAND, NE 68003

Vice President: TIMOTHY P. JONES

Address: RR1, Box 615

JEFFERSON, SD 57038

Secretary: KATHLEEN S. JONES

Address: 1040 RIVER DRIVE

SIoux CITY, IA 51109

Treasurer: ALLEN J. MARSH

Address: 17614 Troon Circle

OMAHA, NE 68137

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William D. SAPP
(Typed or printed name and capacity of person signing application)

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Directors

Leo H. Sapp
505-34-1367
1882 S 114th Street
Omaha, Ne 68144

Ray H. Sapp
506-24-6942
17501 Augusta Drive
Omaha, Ne 68136

Harold Dean Sapp
261-52-5747
5336 Oak Hills Drive
Omaha, Ne 68137

John W Hoffert
501-42-7947
2431 South 139th Circle
Omaha, Ne 68144

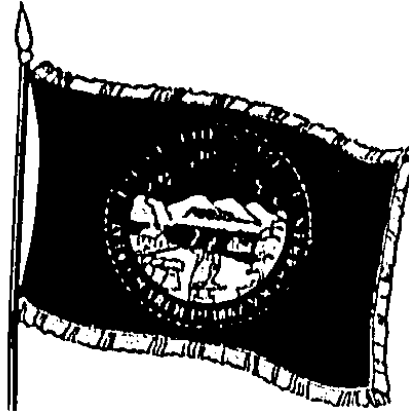
Bernard R. Raiter
507-52-2903
2601 Kendal Drive
Ashland, Ne 68003

Scott B. Brown
553-52-2197
2436 E. Glenhaven Drive
Highland, Co 80126

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95 JAN 23 AM 9:19

STATE OF

NEBRASKA



United States of America, }
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

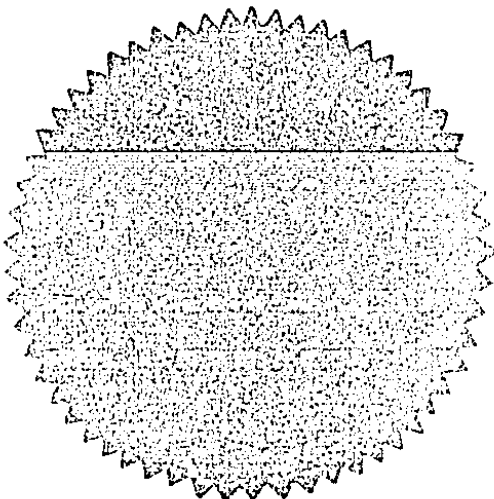
I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

CALLS FOR LESS, INC.

with registered office located in OMAHA, Nebraska, filed Articles of Incorporation in this office on September 16, 1994.

I further certify that said corporation is in good standing as of this date.

In Testimony Whereof,



I have hereto set my hand and affixed the Great Seal of the State of Nebraska on January 18 in the year of our Lord, one thousand nine hundred and ninety-five.

SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 AM 9:49



A Full Service Telecommunications Company

P.O. Box 1550

N. Sioux City, SD 57049

Telephone (800) 354-5377

Fax (800) 994-5579

May 30, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FA5000000371

To whom it may concern:

Effective immediately, please send all correspondence for Calls for Less, Inc., a Nebraska Corporation, to:

Calls for Less, Inc.
ATTN: Terry Anderson
P.O. Box 1550
N. Sioux City, SD 57049

If you have any questions, please contact Terry, our regulatory, at 605-232-4112 ext. 212.
Thank you.

Sincerely,

Brian B. Vakulskas
Calls for Less, Inc.

KS⁶/10