

F95000001855

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001429628
-03/15/95--01018--001
*****78.75 *****78.75

SUBJECT: RURAL COMMUNICATIONS SOUTH, 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:

Jerome D. Smith, Esq.
(Name of Person)

Capouano, Smith, Warren & Kliner, P.C.
(Firm/Company)

Post Office Drawer 4689
(Address)

Montgomery, AL 36103-4689
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Jerome D. Smith, Esq. at (334) 264 - 6401
(Name of Person) Area Code & Daytime Telephone Number

~~WAS 3000~~

54/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 12:32

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 29, 1995

CAPOUANO, SMITH, WARREN & KLINNER, P.C.
% JEROME D. SMITH
P.O. DRAWER 4689
MONTGOMERY, AL 36103-4689

SUBJECT: RURAL COMMUNICATIONS SOUTH, INC.
Ref. Number: W95000005802

We have received your document for RURAL COMMUNICATIONS SOUTH, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

This office requires that you submit a certificate of good standing from the Alabama Secretary of States office. You can get this certificate by calling (205) 242-5324. I have enclosed a sample Alabama certificate 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 (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 195A00014181

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 12:32



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 16, 1995

CAPOUANO, SMITH, WARREN & KLINNER, P.C.
% JEROME D. SMITH
P.O. DRAWER 4689
MONTGOMERY, AL 36103-4689

SUBJECT: RURAL COMMUNICATIONS SOUTH, INC.
Ref. Number: W95000005802

We have received your document for RURAL COMMUNICATIONS SOUTH, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please attach the referenced exhibit "A" in Section 8 to the application.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

FILED
SECRETARY OF STATE
MAR 17 1995
PM 12:32
TALLAHASSEE

LAW OFFICES
CAPOUANO, SMITH, WARREN & KLINNER, P. C.
350 ADAMS AVENUE
MONTGOMERY, ALABAMA 36104

LEON M. CAPOUANO
JEROME D. SMITH*
JOSEPH W. WARREN
THOMAS B. KLINNER

*ALSO ADMITTED IN GEORGIA AND MISSISSIPPI

March 27, 1995

MAILING ADDRESS
P. O. DRAWER 4688
MONTGOMERY, ALABAMA 36103-4688
TELEPHONE (334) 264-6401
(334) 834-3891
FAX (334) 834-4854
OF COUNSEL
CHARLES H. WAMPOLD, JR.

Mr. Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: *Rural Communications South, Inc.*
An Alabama Corporation

Dear Mr. Harris:

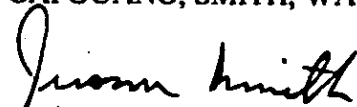
Per our recent telephone conversation, I am enclosing herewith an Affidavit executed by me indicating the type of contact which the above-referenced corporation has with the State of Florida. I have concluded from our conversation that this corporation is exempt from obtaining a Certificate of Authority; however, the corporation has determined that it would be in its best interest to go ahead and qualify to do business in the State of Florida. Therefore, in accordance with the earlier application and check which you received, I would appreciate it if you would go ahead and issue a Certificate of Authority to said corporation.

Also, per your letter of March 16, 1995, please find enclosed herewith Exhibit "A" to Section 8 of the application, which was inadvertently omitted from our prior transmittal.

If you should have any further questions or need any additional information, please do not hesitate to give me a call. Thanking you again for your kind assistance in this matter, I am,

Sincerely,

CAPOUANO, SMITH, WARREN & KLINNER, P.C.



JEROME D. SMITH

JDS:dlc

Enclosures

Copy To: Rural Communications South, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 12:32

STATE OF ALABAMA }
COUNTY OF MONTGOMERY }

AFFIDAVIT

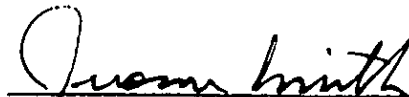
BEFORE ME, the undersigned authority, a Notary Public in and for said State at Large, personally appeared **JEROME D. SMITH**, who, being by me first duly sworn, on oath deposes and says as follows:

1. My name is JEROME D. SMITH and I am over the age of 19 years. I am the Attorney at Law representing RURAL COMMUNICATIONS SOUTH, INC., an Alabama corporation, with regard to various corporate matters, including the qualification of said corporation to do business in the State of Florida.

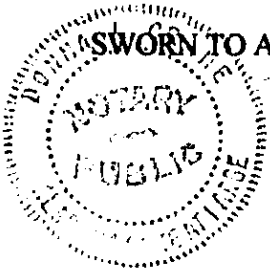
2. I hereby state that all transactions carried on by the above-mentioned corporation is done by the soliciting or obtaining of orders through employees and agents based in Lake City, Florida, and that any and all orders signed in the State of Florida must first be delivered to the corporation's office in Montgomery, Alabama, and be accepted by the President or the Vice President of the corporation, both of whom are residents of the State of Alabama, before such orders become valid contracts.

3. Accordingly, it is my contention that the said corporation is exempt from obtaining a Certificate of Authority as a result of Section 607.1501(2)(f), Florida Statutes.

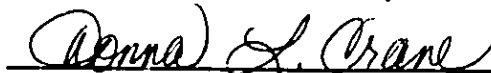
Further, Affiant sayeth not.



JEROME D. SMITH
Attorney at Law



SWORN TO AND SUBSCRIBED before me on this the 27th day of March, 1995.



NOTARY PUBLIC

My Commission Expires: 5/56/96

FILED
SECRETARY OF STATE
95 APR 17 P 12:32

CAPOUANO, SMITH, WARREN & KLINNER, P.C.
350 Adams Avenue (36104)
Post Office Drawer 4689
Montgomery, AL 36103-4689
TELEPHONE: (334) 834-3891

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. RURAL COMMUNICATIONS SOUTH, 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. STATE OF ALABAMA
(State or country under the law of which it is incorporated)
3. 63-1116977
(FEI number, if applicable)
4. MAY 13, 1994
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. October 10, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.155, F.S.))
7. 5772 SHIRLEY LANE
MONTGOMERY, ALABAMA 36117
(Current mailing address)
8. SEE EXHIBIT "A" ATTACHED HERETO
(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:
Name: Danny Jay Warren, Sr.
Office Address: 20 S. Columbia Street
Lake City, Florida, 32055
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR 17 PM 12:00

EXHIBIT "A"

**Sales and distribution of home entertainment products by soliciting
or obtaining orders through employees, agents or otherwise.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 12:32

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

A. DIRECTORS

Chairman: CECIL WILLIAMS

Address: 5772 SHIRLEY LANE

MONTGOMERY, AL 36117

Vice Chairman: STEVE OLDHAM

Address: 5772 SHIRLEY LANE

MONTGOMERY, AL 36117

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: CECIL WILLIAMS

Address: Same as Above

Vice President: STEVE OLDHAM

Address: Same as Above

Secretary: STEVE OLDHAM

Address: Same as Above

Treasurer: CECIL WILLIAMS

Address: Same as Above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 12:32

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

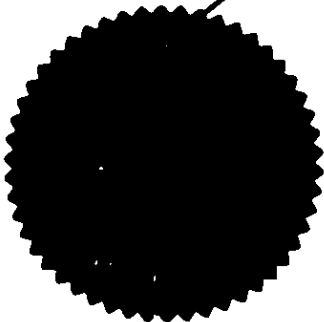
13. Cecil Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Cecil Williams, President & Treasurer
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Rural Communications South, Inc. incorporated in Montgomery County, Montgomery, Alabama on May 13, 1994. I further certify that the records do not disclose that said Rural Communications South, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR 17 PM 12:32



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 4, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State