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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-00/25/95--011004--004
*****70.00 *****70.00

SUBJECT: The Train-Tel Company
(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:

Sean Trainer
(Name of Person)
The Train-Tel Company
(Firm/Company)
7500 14th St. N.
(Address)
St. Petersburg, Fla 33702
(City, State and Zip Code)

W95-17162

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

Kris Milliron at (813) 528-0384
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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259/8

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

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. The Train-Tel Company
(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. Delaware, U.S.A. 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-15-95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. OCTOBER 1, 1995
(Date first transacted business in Florida. (See sections 007.1501, 007.1502, and 017.155, F.S.)
7. 8401 9th St. N. Suite B 990
St. Petersburg, Fla 33702
(Current mailing address)
8. Tel. communications for Profit
(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: WHELEEN R. MILLIRON
Office Address: 2500 14th St. N
St. Petersburg, FL, Florida, 33702
(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.

Wheleen R. Milliron
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Not yet designated

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Sean Trainer

Address: 8401 9th St. N Suite B 990
St. Petersburg, Fla 33702

Vice President: Same as above

Address: _____

Secretary: Same as above

Address: _____

Treasurer: Same as above

Address: _____

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

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

14. Sean Trainer, President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TRAIN-TEL COMPANY" 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 NINTH DAY OF AUGUST, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 SEP -8 PM 4: 22



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7601594

DATE: 08-09-95