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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001639701
-11/16/95--01122--001
*****78.75 *****78.75

SUBJECT: TELECOMMUNICATIONS ASSOCIATES GROUP 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:

WAS-22743

JAMES W OSBORNE
(Name of Person)

TELECOMMUNICATIONS ASSOCIATES GROUP INC
(Firm/Company)

PO Box 17154
(Address)

EUCLID, OH 44117
(City/State/Zip)

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

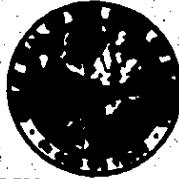
JAMES W OSBORNE at (216) 383-6432
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1995

JAMES W. OSBORNE
TELECOMMUNICATIONS ASSOCIATES GROUP INC
PO BOX 17154
EUCLID, OH 44117

SUBJECT: TELECOMMUNICATIONS ASSOCIATES GROUP, INC.
Ref. Number: W95000022743

We have received your document for TELECOMMUNICATIONS ASSOCIATES GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 895A00050948

**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. TELECOMMUNICATIONS ASSOCIATES GROUP, 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. OHIO
(State or country under the law of which it is incorporated)

3. 34-1370440
(FEI number, if applicable)

4. 10-1-82
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 10-1-95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. PO Box 17154

EUCLID, OH 44117
(Current mailing address)

8. SECURITY ALARM MONITORING
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: HOWARD E. FAY

Office Address: 2148 BRIM RANCH DRIVE

PORT CHARLOTTE, Florida, 33948
(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.

Howard E. Fay
(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 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: ROBERT AMBROS

Address: 820 HIGH STREET, FAIRPORT HARBOR, OH 44077

Vice Chairman: JOANN AMBROS

Address: 820 HIGH STREET
FAIRPORT HARBOR, OH 44077

Director: SANDRA BURNETT

Address: 7257 FARNHAM DRIVE
MENTOR, OH 44060

Director: JAMES W OSBORNE

Address: 8330 QUAIL POINT LANE
MENTOR OH 44060

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

President: ROBERT AMBROS

Address: 820 HIGH STREET
FAIRPORT HARBOR, OH 44077

Vice President: JAMES W OSBORNE

Address: 8330 QUAIL POINT LANE
MENTOR, OH 44060

Secretary: JOANN AMBROS

Address: 820 HIGH STREET
FAIRPORT HARBOR, OH 44077

Treasurer: JOANN AMBROS

Address: 820 HIGH STREET, FAIRPORT HARBOR, OH 44077

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

13. James W. Osborne, VP/GM
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES W. OSBORNE, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting
Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and
Foreign corporations and Miscellaneous filings; that said records show
TELECOMMUNICATIONS ASSOCIATES GROUP, INC., an Ohio corporation, Charter No.
602044, having its principal location in Cleveland, County of Cuyahoga, was incorporated on
October 7, 1982 and is currently in **GOOD STANDING** upon the records of this office.

9-30-90 PM 12:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS



WITNESS my hand and official
seal at Columbus, Ohio this
3rd day of November, A.D. 1995

Bob Taft

Bob Taft
Secretary of State