

F9500006218

1201 HAYS STREET
TALLAHASSEE, FL 32304

800-142-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

95 SEP 12 PM 1:04
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE *Patricia Byrns* 3525A

AUTHORIZATION :

COST LIMIT : \$ 122.50

100001668421
-12/22/95--01009--006
***4500.00 ***4500.00

ORDER DATE : September 11, 1995

ORDER TIME : 11:34 AM

ORDER NO. : 677473

CUSTOMER NO: 3525A

CUSTOMER: Lucia Barcklow, Legal Asst
Hall Dickler Kent Friedman

909 Third Avenue, 27th Floor
New York, NY 10022-9998

000001652760
-12/05/95--01009--001
***981.25 ***981.25

300001582873

W95-18331

FOREIGN FILINGS

NAME: CCX, INC.

☒ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 12, 1995

CSC NETWORKS

SUBJECT: CCX OF NORTH CAROLINA, INC.
Ref. Number: W95000018331

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STATE
SECRETARY OF CORPORATIONS
DIVISION
95 DEC 21 AM 11:24

We have received your document(s) in this office, however, the document is being returned for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CCX OF NORTH CAROLINA, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$9981.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 995A00041966



November 10, 1995

• Certified Public Accountants
Suite 2200
100 North Tampa Street
P.O. Box 740
Tampa, Florida 33601

• Phone: 813 225 4800

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

CCX of North Carolina, Inc.
W95000018331

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

Gentlemen:

This letter is written on behalf of the above-referenced corporation and relates to the proposed assessment of penalties with respect to its registration to do business in Florida and annual report fees.

CCX of North Carolina, Inc. (CCX) is incorporated outside Florida and has filed Florida corporate income tax returns for a number of years. CCX sells products through an independent agent located in Florida and its only income tax nexus with Florida arises from the fact that the independent agent holds some of CCX's inventory in Florida. Earlier this year, CCX was in the process of obtaining new financing and needed to confirm that it was appropriately qualified to do business in several states including Florida. As a result of this effort, CCX discovered that it was not qualified to do business in Florida and voluntarily contacted the Florida Department of State to become qualified. Its failure to register and qualify to do business in Florida in earlier years was due to inadvertence and with no intent to be in noncompliance as indicated by its consistent voluntary filing of Florida corporate income tax returns.

In view of the inadvertent nature of the corporation's failure to register and qualify to do business in Florida, its voluntary contact with the Florida Department of State to rectify this matter and its obvious good faith attempts to be the type of responsible corporate citizen that the state of Florida desires as evidenced by its voluntary compliance with Florida corporate income tax returns, it is respectfully requested that the proposed penalties be abated.

Please contact either CCX or me if you need any additional information regarding this matter.

Sincerely,


Ray P. Jefferies
Partner

RPJ/ik



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1995

RAY P. JEFFERIES
ERNST & YOUNG LLP
P.O. BOX 740
TAMPA, FL 33601

SUBJECT: CCX OF NORTH CAROLINA, INC.
Ref. Number: W95000018331

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DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

In order for the Department of State (Department) to consider CCX OF NORTH CAROLINA, INC.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

1) copies of the corporation's last five federal corporation income tax returns

2) a check made payable to the Florida Department of State in the amount of \$981.25, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider CCX OF NORTH CAROLINA, INC.'s request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 995A00050303

ERNST & YOUNG LLP

■ Certified Public Accountants
Suite 2200
100 North Tampa Street
P.O. Box 740
Tampa, Florida 33601

■ Phone: 813 225 4800

December 1, 1995

Jennifer Sindt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CCX of North Carolina, Inc.
W95000618331

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

Dear Ms. Sindt:

In response to your letter dated November 13, 1995 (copy enclosed), enclosed please find the above-referenced company's check in the amount of \$981.25 covering the annual report fees due to the Department of the State and copies of the first 4 pages of the company's federal income tax returns for the past 5 years. The first 4 pages of the federal income tax returns are being submitted in lieu of the entire returns due to their substantial bulk. Please notify me if you need additional information or these returns in their entirety.

Thank you for your assistance in this matter. Please contact me if you need additional information to consider the corporations request for waiver of penalties.

Sincerely,



Ray P. Jefferies
Partner

RPI/rk
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 813/225-4713

Please deliver the following pages to:

NAME: Mr. Ray Jefferies

COMPANY: Ernst & Young LLP

SENDER: Marc W. Dunbar, Assistant General Counsel

DATE: December 13, 1995

TIME: 8:30 AM

NUMBER OF PAGES (including transmittal sheet): 1

FROM FAX: (904) 922-5763

COMMENTS: As per our telephone conversation, based upon the outstanding facts of this case, the Department of State will reduce the penalty imposed on your client, CCX of North Carolina, Inc., to the minimum statutory amount of \$4,500.00 provided payment is received by December 22, 1995. I apologize for any confusion which may have occurred prior to this correspondence.

As discussed in our telephone conversation, please have your client make payment to the "Department of State" and send it to my attention at the address below. Thank you for your assistance in resolving this matter. If you have any questions, please call me at 904/414-5536.

ERNST & YOUNG LLP

■ Certified Public Accountants

Suite 2200

100 North Tampa Street

P.O. Box 740

Tampa, Florida 33601

■ Phone: 813 225 4800

December 15, 1995

Marc W. Dunbar
Assistant General Counsel
Florida Department of State
LL-10, The Capitol
Tallahassee, Florida 32399-0250

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:26

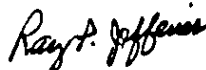
Penalty Reduction for CCX of North Carolina, Inc.

Dear Mr. Dunbar:

Pursuant to our telephone conference of December 13, 1995, enclosed please find the above-referenced corporation's check in the amount of \$4,500. As we agreed, this amount is being paid in full satisfaction of penalties to which the corporation is subject for failing to qualify to do business in Florida for the past nine years.

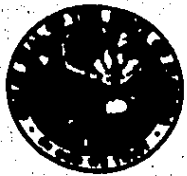
Please contact me if you need any additional information regarding this matter.

Sincerely,



Ray P. Jefferies
Partner

RPI/lk
Enclosure



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: December 20, 1995

RE: CCX of North Carolina, Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees and now wishes to be qualified to do business in this state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:26

MWD/mwd

**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. CCX, 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. Delaware
(State or country under the law of which it is incorporated)
3. 13-5656334
(FEI number, if applicable)
4. 4/19/44
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon effectiveness of qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))
7. 1901 Roxborough Road, Suite 205
Charlotte, N.C. 28211
(Current mailing address)
8. To engage in lawful act or activities for which a corporation may be
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida organized.
9. Name and street address of Florida registered agent:
Name: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET
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.

Lisa G. Mulligan
(Registered agent's signature)

LISA G. MULLIGAN, AUTHORIZED REPRESENTATIVE

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
5 DEC 21 AM 11:24

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

A. DIRECTORS

Director

Chairman: Richard A. Rinaldi

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Director

Vice Chairman: Harry Siverstein

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Director: Dennis J. McGillicuddy

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Director: D. Stevens McVoy

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

B. OFFICERS

President: Richard A. Rinaldi

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Vice President: Francis X. Feeney

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Secretary: Francis X. Feeney

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

Treasurer: Francis X. Feeney

Address: 1901 Roxborough Rd., Suite 205

Charlotte, NC 28211

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

13.


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

14.

Francis X. Feeney, Vice President

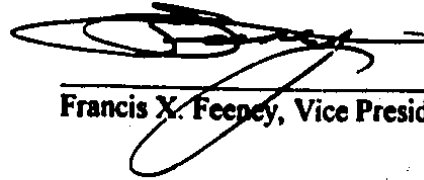
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

OFFICER'S CERTIFICATE

I, FRANCIS X. FEENEY, Vice President of CCX, Inc. (the "Corporation"), do hereby certify that the resolutions attached hereto were duly adopted by the Board of Directors of the Corporation on September 11, 1995 and are in full force and effect on and as of such date.

IN WITNESS WHEREOF, this Certificate has been duly executed on September 11, 1995.



Francis X. Feeney, Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:26

RESOLVED, that the Corporation be and the same hereby is authorized to execute an application for certificate of authority to qualify the Corporation to do business in the State of Florida under the name "CCX of North Carolina, Inc." due to the unavailability of the use of the name CCX, Inc. in the State of Florida.

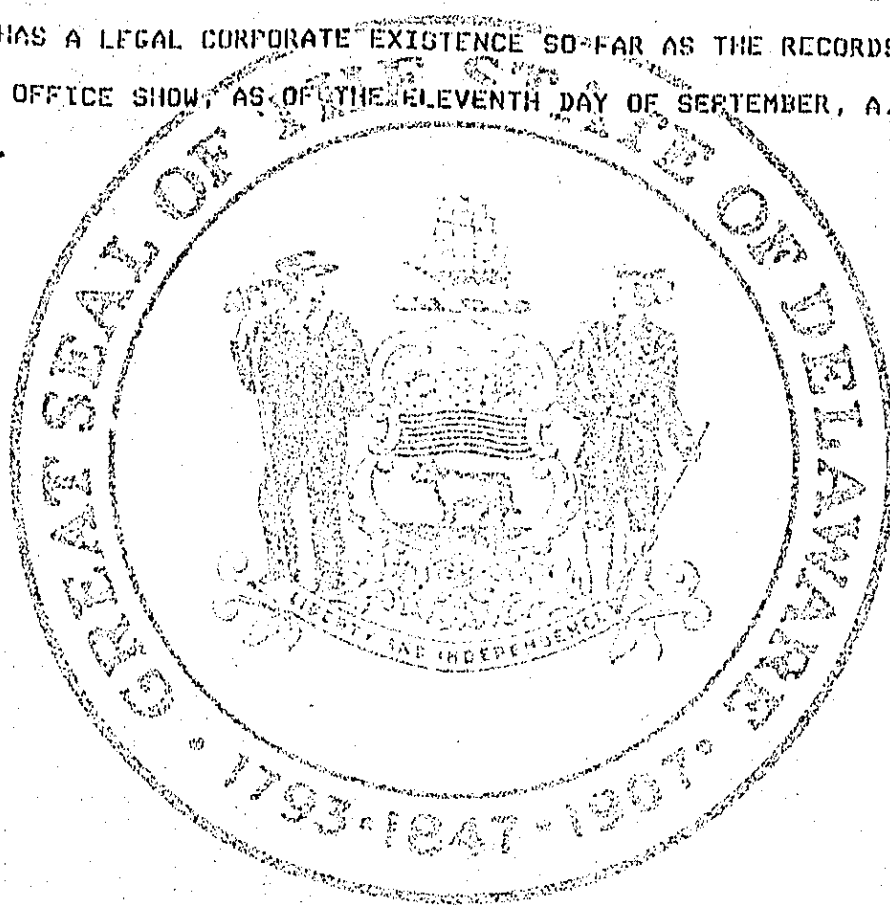
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DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CCX, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 21 AM 11:24



Edward J. Freel

Edward J. Freel, Secretary of State

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750204932

AUTHENTICATION: 7634993

DATE: 09-11-95