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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000001635810
-11/14/95--01094--001
*****78.75 *****78.75

SUBJECT: SUNBELT TELECOMMUNICATIONS, 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:

Paula Mann

(Name of Person)

Sunbelt Telecommunications, Inc.

(Firm/Company)

8 Prestige Circle #122

(Address)

Allen, TX 75002

(City, State and Zip Code)

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

Michelle Justiss

(Name of Person)

at (214) 235-0587

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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445-18689

Hc 113



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1995

**PAULA MANN
SUNBELT TELECOMMUNICATIONS, INC.
8 PRESTIGE CIRCLE #122
ALLEN, TX 75002**

**SUBJECT: SUNBELT TELECOMMUNICATIONS, INC.
Ref. Number: W95000018689**

We have received your document for SUNBELT TELECOMMUNICATIONS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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) 487-6092.

**Hart Collins
Senior Corporate Section Administrator**

Letter Number: 895A00042717



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1995

PAULA MANN
SUNBELT TELECOMMUNICATIONS, INC.
8 PRESTIGE CIRCLE #122
ALLEN, TX 75002

SUBJECT: SUNBELT TELECOMMUNICATIONS, INC.
Ref. Number: W95000018689

We have received your document for SUNBELT TELECOMMUNICATIONS, 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 designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The designation of the registered agent must be at a Florida street address.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 995A00050521

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. SUNBELT TELECOMMUNICATIONS, 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. Texas

(State or country under the law of which it is incorporated)

3. 75-1916291

(FEL number, if applicable)

4. 11/28/83

(Date of incorporation)

5. Perpetual

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

6. N/A

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. #122
8 PRESTIGE CIRCLE, Allen, Texas 75002

(Current mailing address)

8. Wholesale Distributor of Telecommunications Equipment

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Michael E. Jones

(Type Name and Title of Officer)

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

A. DIRECTORS

Chairman: Paula Mann

Address: P.O. Box 609 N/A

Celina, TX 75009

Vice Chairman: _____

Address: _____

Director: Sole Director - Paula Mann

Address: P.O. Box 609

Celina, TX 75009

Director: _____

Address: _____

B. OFFICERS

President: Paula Mann

Address: same as above

Vice President: Paula Mann

Address: P.O. Box 609 N/A

Celina, TX 75009

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Paula Mann

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

14.

Paula Mann

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



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

SUNBELT TELECOMMUNICATIONS, INC.
CHARTER NO. 680011-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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were filed in this office and a certificate of incorporation was issued on
NOVEMBER 21, 1983;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 23, 1995.*

1077.

Antonio O. Garza, Jr.
Secretary of State **MAC**