



Systems Communications Inc.

F96000000138

20 November, 1995

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

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-12/22/95--01016--001
*****70.00 *****70.00

Re: NSC Acquisition Corp.
Application by foreign corporation for authorization to transact business

Dear Sir or Madam:

Enclosed please find two executed originals of the Application by NSC Acquisition Corp., a Pennsylvania corporation, for authorization to transact business in the state of Florida and a company check for the filing fee and registered agent designation fee in the aggregate amount of \$70.00. Please file the Application and return one original showing the Division's filing stamp for the company records.

If you should have any questions, please do not hesitate to call the company's attorney, Jackson L. Morris, at (813) 874-8854.

Very Truly Yours,

Edwin B. Salmon Jr.
Senior Vice President

Enclosures

~~WAS-23375~~

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 29, 1995

EDWIN B. SALMON, JR.
SYSTEMS COMMUNICATIONS INC.
2575 ULMERTON RD, SUITE 300
CLEARWATER, FL 34622

SUBJECT: NSC ACQUISITION CORP.
Ref. Number: W95000023375

We have received your document for NSC ACQUISITION CORP., 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.

Please be aware that this office requires that a foreign corporation complete the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida".

A photocopy of a certified copy is not acceptable.

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.

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: 795A00052153



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1995

EDWIN B. SALMON JR.
SYSTEMS COMMUNICATIONS INC.
2575 ULMERTON RD, SUITE 300
CLEARWATER, FL 34622

SUBJECT: NSC ACQUISITION CORP.
Ref. Number: W95000023375

We have received your document for NSC ACQUISITION CORP. and your check(s) totaling \$70.00. 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.

I am returning the original "certified copy" of NSC Acquisition's articles of incorporation, as this office requires that a foreign corporation submit an original "certificate of good standing" issued from the Pennsylvania Secretary of State attesting to its existence and status. Please contact the Pennsylvania Secretary of State at (717) 787-2415 to request such certificate.

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: 995A00055069

**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. NSC Acquisition Corp.
(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. Commonwealth of Pennsylvania
(State or country under the law of which it is incorporated)
3. 59-3340329
(FEI number, if applicable)
4. October 25, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3800 South Tamiami Trail
Sarasota, FL 34238-6913
(Current mailing address)

8. Medical reimbursement auditing
(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)

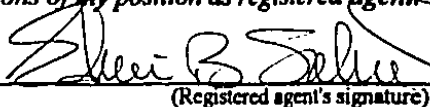
Name: Edwin B. Salmon, Jr.

Office Address: 2575 Ulmerton Road Suite 300

Clearwater, Florida, 34622
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Stephen E. Williams

Address: 130 Marina Del Ray Court Clearwater, FL 34630

Vice Chairman: Edwin B. Salmon, Jr.

Address: 2737 Enterprise Road East Suite 111 Clearwater, FL 34619

Director: Stephen E. Williams

Address: 130 Marina Del Ray Court Clearwater, FL 34630

Director: Edwin B. Salmon, Jr.

Address: 2737 Enterprise Road East Suite 111 Clearwater, FL 34619

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

President: Stephen E. Williams

Address: 130 Marina Del Ray Court Clearwater, FL 34630

Vice President: James L. Tolley

Address: 289 Cedar Park Circle Sarasota, FL 34242

Secretary: Edwin B. Salmon, Jr.

Address: 2737 Enterprise Road East Suite 111 Clearwater, FL 34619

Treasurer: Edwin B. Salmon, Jr.

Address: 2737 Enterprise Road East Suite 111 Clearwater, FL 34619

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

13. Edwin B. Salmon
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edwin B. Salmon, Jr. Secretary
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

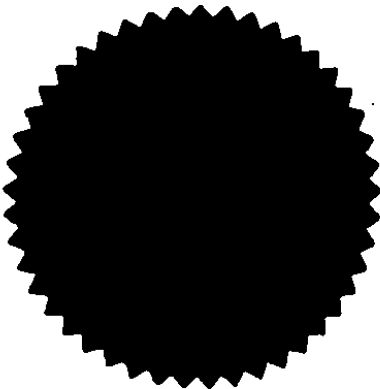
OCTOBER 27, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

NSC ACQUISITION CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, appearing to read "Gretchen Kunkin".

Secretary of the Commonwealth

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