

F 9600000436

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Inter Mobile, 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:

Stephanie M. Dolin  
(Name of Person)  
Cohen Pollock Merlin & Axelrod, P.C.  
(Firm/Company)  
2100 RiverEdge Parkway, NW  
(Address)  
Atlanta, Georgia 30328  
(City/State/Zip)

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DIVISION OF CORPORATIONS  
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-01/24/96--01039--011  
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Should you need to call someone concerning this matter, please call:

Michael E. Axelrod at ( 770 ) 858-1288  
(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:**

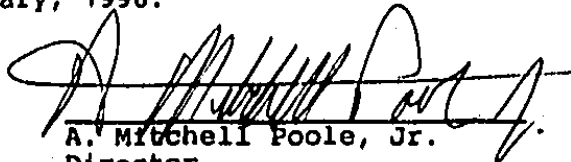
Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RESOLUTION OF THE BOARD OF DIRECTORS**

I, the undersigned, A. MITCHELL POOLE, JR., do hereby certify that this resolution of the Board of Directors of Inter Mobile, Inc., a corporation duly organized and existing under the laws of the State of Georgia was duly adopted on January 12, 1996.

RESOLVED, that INTER MOBILE, INC. organized and existing in the State of Georgia, hereby adopts the name INTER MOBILE, INC. OF GEORGIA for use in Florida.

Dated the 12<sup>th</sup> day of January, 1996.

  
A. Mitchell Poole, Jr.  
Director

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**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. Inter Mobile, 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. Georgia  
(State or country under the law of which it is incorporated)
3. 58-1859117  
(FEI number, if applicable)
4. September 7, 1989  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 160 Clairemont Avenue, Suite 525, Decatur, Georgia 30030

(Current mailing address)

- the corporation is organized for profit and to engage in any lawful act or activity
8. for which corporations may be organized under the Georgia Business Corporation Code  
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(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)

Mary R. Adams, Assistant Secretary

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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: A. Mitchell Poole, Jr.

Address: 160 Clairemont Avenue, Suite 510

Decatur, Georgia 30030

Director: Berner F. Wilson, Jr.

Address: 160 Clairemont Avenue, Suite 510

Decatur, Georgia 30030

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

President: Berner F. Wilson, Jr.

Address: 160 Clairemont Avenue, Suite 510

Decatur, Georgia 30030

Senior Vice President: A. Mitchell Poole, Jr.

Address: 160 Clairemont Avenue, Suite 510

Decatur, Georgia 30030

Secretary: A. Mitchell Poole, Jr.

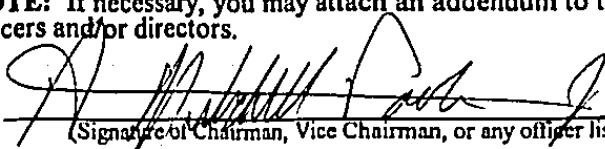
Address: 160 Clairemont Avenue, Suite 510

Decatur, Georgia 30030

Treasurer: A. Mitchell Poole, Jr.

Address: 160 Clairemont Avenue, Suite 510, Decatur, Georgia 30030

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. A. Mitchell Poole, Jr., Senior Vice President  
(Typed or printed name and capacity of person signing application)

**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 960160171  
CONTROL NUMBER : 8917574  
DATE INC/AUTH/FILED : 09/07/1989  
JURISDICTION : GEORGIA  
PRINT DATE : 01/16/1996  
FORM NUMBER : 211

STEPHANIE DOLIN  
2100 RIVEREDGE PARKWAY SUITE 300  
ATLANTA GA 30328

**CERTIFICATE OF EXISTENCE**

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**INTER MOBILE, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE  
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SECTION OF CORPORATIONS