

F9600000944

LAW OFFICE
JAN MICHAEL MORRIS
2101 CORPORATE BOULEVARD
SUITE 100
BOCA RATON, FL 33431

FAX: (407) 994-0905

TELEPHONE: (407) 998-0005

February 16, 1996

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

400001718304
-02/19/96--01072--011
****131.25 ****131.25

Re: Republic Communications Corp., a Delaware Corporation
Application by Foreign Corporation for Authorization to
transact business in Florida

W96-3938

To Whom It May Concern:

Enclosed herein please find an Application by Foreign Corporation for Authorization to transact business in Florida for Republic Communications Corp., a Delaware Corporation.

In addition, please find enclosed a check made payable to the Secretary of State in the amount of \$131.25 which represents the registration fee, fee for Certificate of Status, and fee for a Certified copy.

Please deliver said Certificate to this office in the self-addressed, stamped envelope provided herein.

Thank you for your prompt attention to this matter.

Very Truly Yours,

Jan Michael Morris, Esq.
For the Firm

JMM/nm
Encl.
republic\secret.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 9:47

LC
2/26

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: REPUBLIC COMMUNICATIONS CORP., A DELAWARE CORP.
(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:

RON MORRIS, PRESIDENT
(Name of Person)

REPUBLIC COMMUNICATIONS CORP.
(Firm/Company)

2200 CORPORATE BLVD., SUITE 317
(Address)

BOCA RATON, FLORIDA 33431
(City/State/Zip)

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

RON MORRIS at (407) 995-2190
(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

February 21, 1996

JAN MICHAEL MORRIS, ESQUIRE
2101 CORPORATE BOULEVARD
SUITE 106
BOCA RATON, FL 33431

SUBJECT: REPUBLIC COMMUNICATIONS CORP.
Ref. Number: W96000003938

We have received your document for **REPUBLIC COMMUNICATIONS CORP.** and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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: 296A00007595

LAW OFFICER
JAN MICHAEL MORRIS

2101 CORPORATE BOULEVARD
SUITE 100

BOCA RATON, FL 33431

February 23, 1996

FAX: (407) 994-0005

TELEPHONE: (407) 994-0005

Florida Department of State
Attn: Lee Rivers
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Republic Communications Corp., a Delaware Corporation
Letter Number: 296A00007595

Dear Mr. Rivers:

Enclosed herein is a copy of your correspondence to this office of February 21, 1996. Please be advised that the undersigned was aware of a Florida corporation with the same name and that is why we specifically included "a Delaware Corporation" in the title section on the application thereby making the corporation name read as follows: "Republic Communications Corp., a Delaware Corporation". This should eliminate any conflict.

Furthermore, Republic Communications Corp., is a PUBLIC company, whose stock is traded on the pink sheets. It would interfere with my client's ability to transact interstate commerce, as well as, violating various "Blue Sky" laws, if my client is unable to register in the State of Florida.

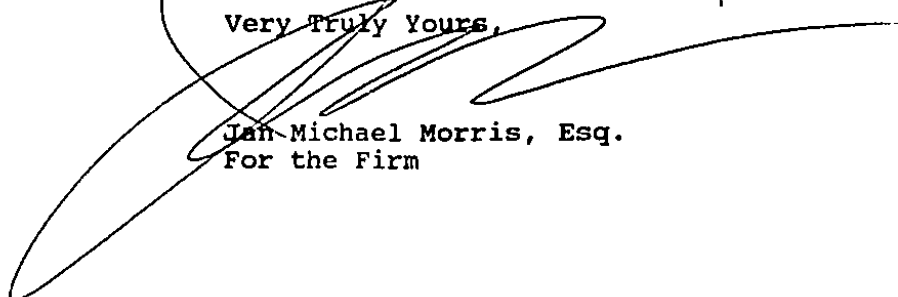
Please follow up on the registration of this corporation immediately and return a Certificate in the envelope provided herein.

ACKNOWLEDGED and AGREED to on the above written date.

REPUBLIC COMMUNICATIONS CORP., A
Delaware corporation

By: 
Ron Morris, President

Very Truly Yours,


Jan Michael Morris, Esq.
For the Firm

JMM/nm
Encl.
republic\state.ltr

Note-
No envelope
provided.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 9 1996

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

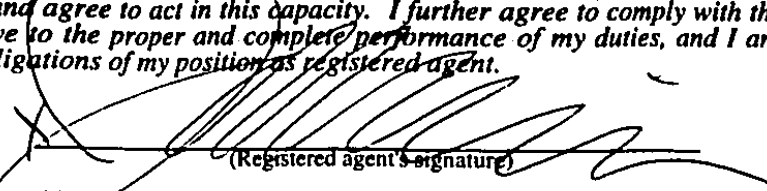
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. REPUBLIC COMMUNICATIONS CORP., A DELAWARE CORPORATION
(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. 13-3446259
(FEI number, if applicable)
4. 1988
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. TO BEGIN UPON RECEIPT OF DULY AUTHORIZED CERTIFICATE
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2200 CORPORATE BLVD., SUITE 317
BOCA RATON, FLORIDA 33431
(Current mailing address)
8. ALL LAWFUL BUSINESS - FOR PROFIT
(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: JAN MICHAEL MORRIS, ESQ.

Office Address: 2101 CORPORATE BLVD., SUITE 106
BOCA RATON, Florida, 33431
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:48

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: RON MORRIS

Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

Vice Chairman: RICHARD COURTNEY

Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

Director: MICHAEL RAWDIN

Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

Director: ROBERT SHIMP

Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

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

President: RON MORRIS

Address: 2200 CORPORATE BLVD, SUITE 317

BOCA RATON, FL 33431

Vice President: RICHARD COURTNEY

Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

Vice President: MICHAEL RAWDIN

~~BOCA RATON~~

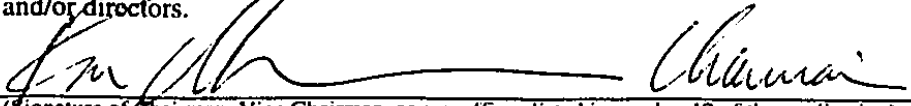
Address: 2200 CORPORATE BLVD., SUITE 317

BOCA RATON, FL 33431

Treasurer: NONE

Address: _____

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

ADDENDUM TO APPLICATION

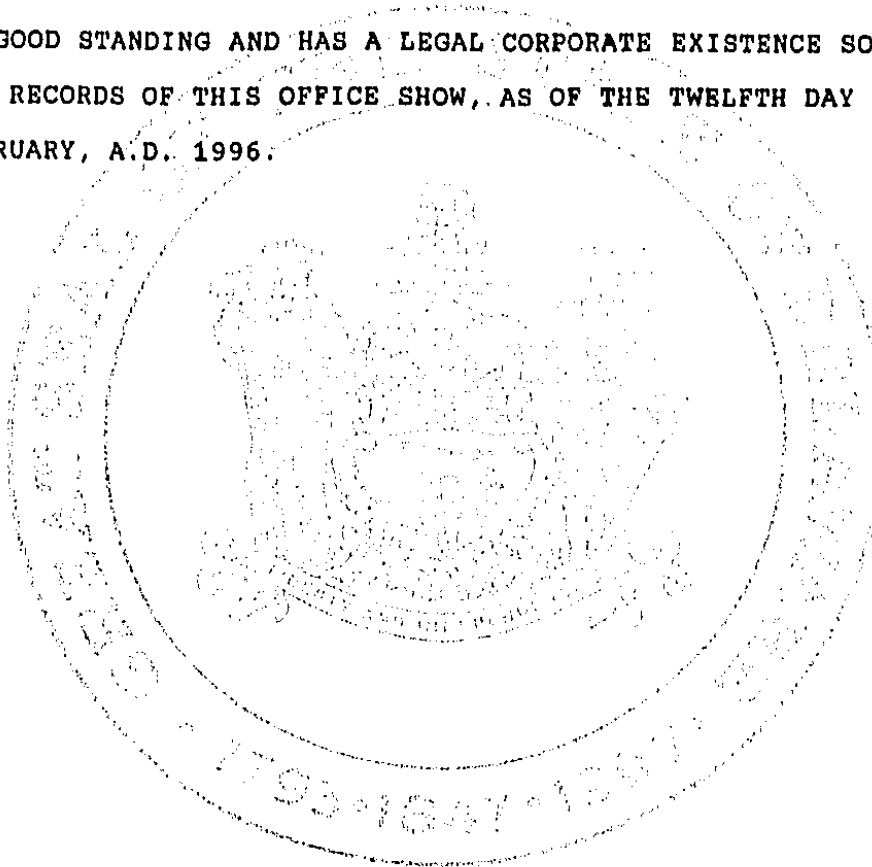
DIRECTOR: KENNETH BROWN
2200 CORPORATE BLVD, SUITE 317
BOCA RATON, FLORIDA 33431

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 9:48

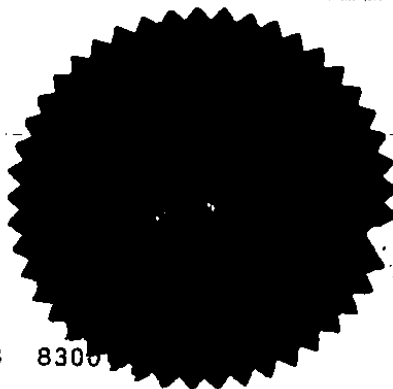
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REPUBLIC COMMUNICATIONS CORP." 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 TWELFTH DAY OF FEBRUARY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 9:48



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7824392

DATE:

02-12-96