

F96000001584



ACCOUNT NO. : 072100000032

REFERENCE : 883029 4331602

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 15, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 883029

CUSTOMER NO: 4331602

CUSTOMER: Yolanda Bartee, Legal Asst.
Munsch, Hardt, Kopf, Harr &
1445 Ross Avenue
4000 Fountain Place
Dallas, TX 75202

700001762087
-03/29/96--01016--008
***1200.00 ***1200.00
900001758229
-03/26/96--01075--008
****122.50 ****122.50

FOREIGN FILINGS

NAME: FORUM GROUP II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 26 AM 11:45
RECEIVED
96 MAR 26 PM 12:25
DIVISION OF CORPORATIONS

W96-6484



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

CSC NETWORKS

SUBJECT: FORUM GROUP II, INC.
Ref. Number: W96000006484

Resub 3/28/96
Please give original file date.
Thx!

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We have received your document for FORUM GROUP II, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Jennifer Sindt
Document Examiner

Letter Number: 296A00013772

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**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. Forum Group II, 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 3. 35-1617525
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 3, 1981 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "Perpetual")
6. April 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 11320 Random Hills Road, Suite 400
Fairfax, Virginia 22066
(Current mailing address)
8. Organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated in Indiana and Florida.
(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: Corporation Service Company

Office Address: 1201 Ways 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.

By: 
(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.

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

A. DIRECTORS See Exhibit "A"

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Exhibit "A"

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Robert A. Wilkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert A. Wilkins, Secretary
(Typed or printed name and capacity of person signing application)

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56 MAR 26 AM 11:46

EXHIBIT "A"

DIRECTORS

<u>Name</u>	<u>Address</u>
Mark L. Pacala Chairman of the Board	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Kurt C. Read	2200 Ross Avenue Suite 4200 West Dallas, Texas 75201
Lawrence M. Berg	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Margaret A. Wylde	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Peter P. Copses	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Anthony P. Ressler	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Daniel A. Decker	2200 Ross Avenue Suite 4200 West Dallas, Texas 75201
Robert A. Whitman	2200 Ross Avenue Suite 4200 West Dallas, Texas 75201
James E. Eden	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066

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EXHIBIT "A" CONT'D**OFFICERS**

<u>Name</u>	<u>Address</u>
Mark L. Pacala President and Chief Executive Officer	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Dennis L. Lehman Senior Vice President, CFO and Treasurer	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
James R. Foulger Senior Vice President - Acquisitions	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Brian C. Swinton Senior Vice President - Product Development, Research and Marketing	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Lisa J. Peterson Vice President - Human Resources	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Robert K. Bezzant Vice President - Operations	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Robert A. DeVoss Vice President - Operations	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
Timothy P. Hekker Vice President - Operations	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066
David A. Lewis Vice President - Operations	11320 Random Hills Road Suite 400 Fairfax, Virginia 22066

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EXHIBIT "A" CONT'D

Richard A. Huber
Vice President - Operations Finance

11320 Random Hills Road
Suite 400
Fairfax, Virginia 22066

Garrett W. Bragg
Vice President - HCI

11320 Random Hills Road
Suite 400
Fairfax, Virginia 22066

Robert A. Wilkins
Vice President - Corporate, Controller
and Secretary

11320 Random Hills Road
Suite 400
Fairfax, Virginia 22066

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1 YDB:sob 3/14/96

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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 "FORUM GROUP II, 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7879959

DATE: 03-25-96