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TALLAHASSEE, FL 32301  
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FLORIDA TAX

800-342-8086

F96000001650

ACCOUNT NO. : 072100000032

REFERENCE : 897301 4381472

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 897301

CUSTOMER NO: 4381472

900001758959

CUSTOMER: I. Burton Spraker, Esq  
Broad And Cassel  
Suite 1100  
390 N. Orange Avenue  
Orlando, FL 32801

W96-6634

FOREIGN FILINGS

NAME: NETEXCHANGE OF CENTRAL  
FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

RECEIVED  
96 MAR 27 PM 12:29  
DIVISION OF CORPORATION  
84/2  
FILED  
96 MAR 27 AM 10:55  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Name conflict  
with R96-1182



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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APR -2 AM 10:04  
DIVISION OF CORPORATIONS

March 27, 1996

CSC NETWORKS

SUBJECT: NETEXCHANGE OF CENTRAL FLORIDA INC  
Ref. Number: W96000006634

*Resubmit*

*Please keep original  
file date.*

We have received your document(s) in this office, however, the document is being returned for the following:

*Resolution  
Attached*

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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.

The name NETEXCHANGE OF CENTRAL FLORIDA, INC. is available to be adopted as an alternate name, but you must use a resolution (attached) to adopt the name. The name in line 1 must read NETEXCHANGE, INC. Please submit a photocopy of the corrected document and the resolution, if you would like a stamped copy returned to you.

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: 496A00014063

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## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, JOHN-ERIK MOSELER, do hereby certify that this Resolution of the Board of Directors of NetExchange, Inc., a corporation duly organized and existing under the laws of the State of Nevada was duly adopted on March 25, 1996.

RESOLVED, that NetExchange, Inc., organized and existing in the State of Nevada, hereby adopts the name NetExchange of Central Florida, Inc. for use in Florida.

DATED: March 29, 1996.

  
JOHN-ERIK MOSELER

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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. NetExchange, Inc. d/b/a  
NetExchange of Central Florida, Inc.

(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. Nevada  
(State or country under the law of which it is incorporated)

3. March 21, 1996 4. Perpetual  
(Date of Incorporation) (Duration)

5. applied for  
(Federal Employer Identification number, if applicable)

6. Date of filing of this application  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2721 Forsyth Road, Suite 101, Winter Park, FL 32792  
(Current mailing address)

8. Internet Marketing and Commerce  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

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

DIRECTOR: Mr. Terry L. Fengfish  
Vice Chairman: \_\_\_\_\_  
Address: 1619 Via Pilar, Orlando, Florida 32825

Director: Mr. John-Erik Moseler  
Address: 1201 Constantine St., Orlando, Florida 32825

Director: Mr. Warren D. Bridges  
Address: 1715 Fredrica Dr., Orlando, Florida 32812

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**Officers:**

President: Mr. Terry L. Fengfish  
Address: 1619 Via Pilar, Orlando, Florida 32825

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Mr. Terry L. Fengfish  
Address: 1619 Via Pilar, Orlando, Florida 32825

Treasurer: Mr. John-Erik Moseler  
Address: 1201 Constantine St., Orlando, Florida 32825

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: B&C Corporate Services of Central Florida, Inc.  
Office Address: 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801  
\_\_\_\_\_, Florida \_\_\_\_\_ Zip Code

**11. 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.

B&C Corporate Services of Central Florida, Inc.

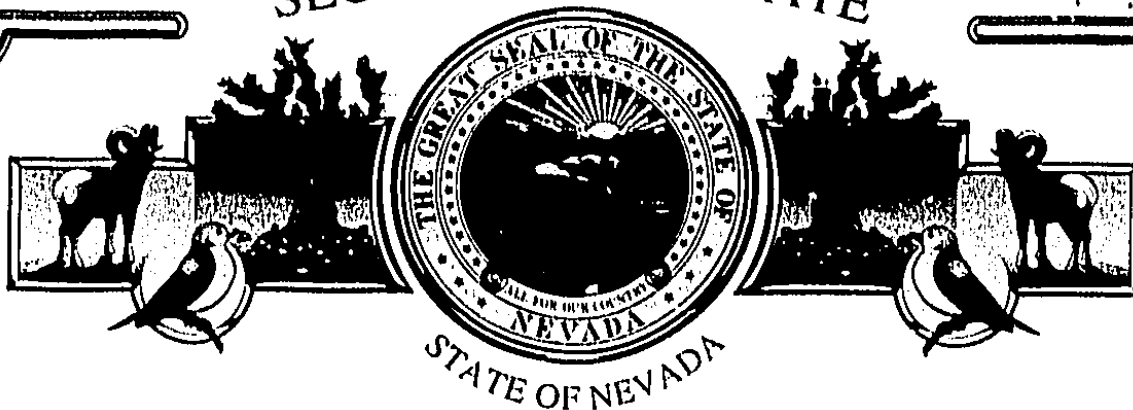
Registered agent's signature: \_\_\_\_\_ By: I. Burton Spraker  
I. Burton Spraker, Vice President

12. 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.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. [Signature]  
JOHN-ERIK MOSELER, TREASURER  
(Name and capacity of person signing application)

# SECRETARY OF STATE



## CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **NETEXCHANGE, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on March 21, 1996.



*Dean Heller*

Secretary of State

By *Mary M. Rojas*

Certification Clerk

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