

F96000001745

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Maximum Communications Co., 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:

600001769786
-04/04/96--01093--014
*****78.75 *****78.75

Mark Zimmerman
(Name of Person)

Maximum Communications Co., Inc.
(Firm/Company)

800 W. Oaklawn Pk. Blvd. # 217
(Address)

Ft. Lauderdale, FL 33311
(City/State/Zip)

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

Mark Zimmerman
(Name of Person)

at (954) 630-8033
(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

**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. Maximum Communications Co. 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. Massachusetts
(State or country under the law of which it is incorporated)

3. 04-3200695
(FEI number, if applicable)

4. July 21, 1993
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Waiting
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 800 W. Oakland Pk. Blvd Suite 217
Ft. Lauderdale, FL 33311
(Current mailing address)

8. To conduct all legal business
(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: Mark Zimmerman

Office Address: 800 W. Oakland Pk Blvd. #1217

Ft. Lauderdale, FL, Florida, 33311
(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.

Mark Zimmerman
(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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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: Mark Zimmerman
Address: 800 W. Oakland Pk Blvd. #217, Ft. Lauderdale, FL. 33311
Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Mark Zimmerman
Address: 800 W. Oakland Pk Blvd. #217 Ft. Lauderdale, FL. 33311

Vice President: _____
Address: _____

Secretary: Mark Zimmerman
Address: 800 W. Oakland Pk Blvd. #217, Ft. Lauderdale, FL. 33311

Treasurer: Mark Zimmerman
Address: 800 W. Oakland Pk Blvd. #217 Ft. Lauderdale, FL. 33311

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

13. Mark Zimmerman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Zimmerman - Chairman - President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

March 26, 1996

To Whom It May Concern :

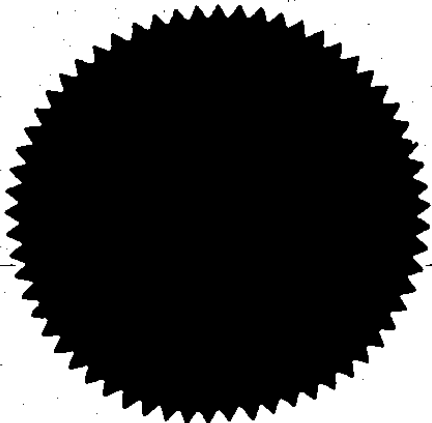
I hereby certify that,

Maximum Communications Co., Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **July 21, 1993.**

I also certify that so far as appears of record here, said corporation still has legal existence.

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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.