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April 5, 1996

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

W96-7641

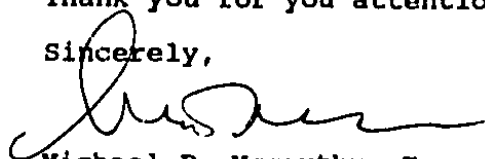
Re: Registering a Foreign Profit Corporation

Dear Sir or Madam:

Enclosed herewith, please find an Application by a Foreign Corporation for Authorization to Transact Business in Florida and a certification letter from the Commonwealth of Massachusetts.

Thank you for your attention.

Sincerely,



Michael P. McCarthy, Esq.

enc.

MPM/rmf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 16 AM 8:46

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4/16

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Point to Point New England, 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:

Michael P. McCarthy

(Name of Person)

McCarthy & McCarthy

(Firm/Company)

One Centre St., Suite 205

(Address)

Wakefield, MA 01880

(City/State/Zip)

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

Michael P. McCarthy
(Name of Person)

at (617) 246-4647
(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

April 9, 1996

MICHAEL P. MCCARTHY, ESQUIRE
MCCARTHY & MCCARTHY
ONE CENTRE STREET
WAKEFIELD, MA 01880

SUBJECT: POINT TO POINT NEW ENGLAND, INC.
Ref. Number: W96000007641

We have received your document for POINT TO POINT NEW ENGLAND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 396A00016198

**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. Point to Point New England, 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. 04-3215589
(FEI number, if applicable)

4. January 10, 1994
(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. Point to Point New England, Inc.

25 Industrial Avenue, Chelmsford, MA 01824

(Current mailing address)

8. To engage in the sale, service and installation of telephone and telecommunications
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) equipment and/or all other lawful purposes.

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Ron Martin

Office Address: 5687 Pond Pine Point

Oviedo, Florida 32765

, Florida,
(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.

Ronald A. Martin
(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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DIVISION OF CORPORATIONS
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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: Dennis W. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

Vice Chairman: _____

Address: _____

Director: Dennis W. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

Director: Joyce M. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

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

President: Dennis W. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

Vice President: _____

Address: _____

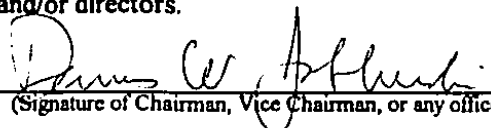
Secretary: Joyce M. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

Treasurer: Joyce M. Jablonski

Address: 31 Tower Farm Road, Billerica, MA 01821

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 16 AM 8:46



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

January 23, 1996

To Whom It May Concern :

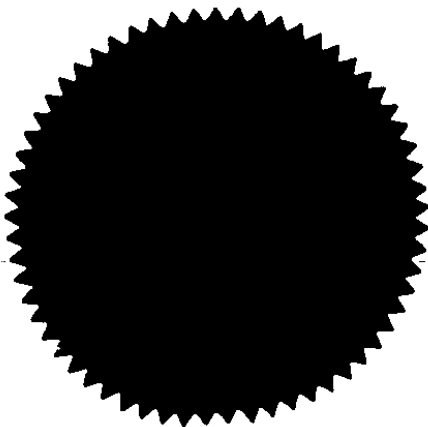
I hereby certify that,

Point to Point New England, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **January 10, 1994**.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

* 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.