

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

000-342-8086

**F96000002112**  
**Comet Networks**  
PRACTICE HANDBOOK  
LEGAL & FINANCIAL

ACCOUNT NO. : 072100000032

REFERENCE : 931412 4324011

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 25, 1996

ORDER TIME : 12:00 PM

ORDER NO. : 931412

CUSTOMER NO: 4324011

500001796655  
-04/26/96--01083--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Ms. Martha Treese  
Winstead, Sechrest & Minick  
1201 Elm Street  
51st Floor  
Dallas, TX 75270

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 26 PM 1:01

7426

FOREIGN FILINGS

NAME: TLC ACQUISITIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

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96 APR 26 PM 1:15  
DIVISION OF CORPORATION

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

**IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. TLC ACQUISITIONS, 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  
(State or country under the law of which it is incorporated)
3. 75-2619490  
(FEI Number, if applicable)
4. October 30, 1995  
(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 607.1301, 607.1302, AND 817.133, F.S.))
7. 1201 Elm Street, Suite 5400  
Dallas, Texas 75270  
(Current mailing address)
8. Bidding agent  
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays 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.*

*The Prentice-Hall Corporation System, Inc.*

By: Amy Bass

(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: Richard A. Heitmeyer

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Vice Chairman: Vincent Primiano

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Director: Justin F. Weisenbacher

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Director: \_\_\_\_\_

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

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

President: Richard A. Heitmeyer

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Vice President: Jonathan Epstein

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Secretary: Joe T. Hyde

Address: 1201 Elm Street, Suite 5400, Dallas, Texas 75270

Treasurer: \_\_\_\_\_

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. RICHARD A. HEITMEYER : CHAIRMAN  
(Typed or printed name and capacity of person signing application)

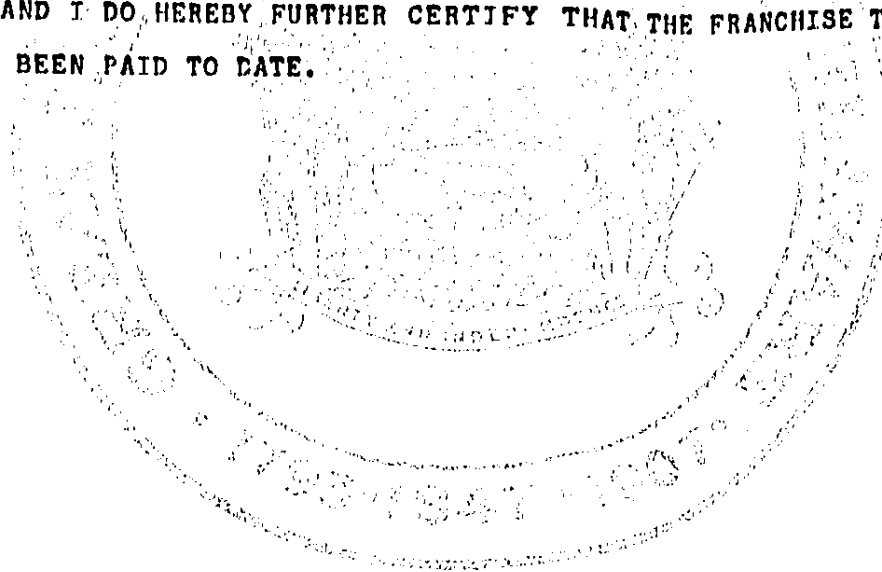
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TLC ACQUISITIONS, 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 NINETEENTH DAY OF APRIL, A.D. 1996.

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

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 26 PM 1:01



*Edward J. Freel*

Edward J. Freel, Secretary of State

2556766 8300

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AUTHENTICATION:

7914548

DATE:

04-19-96