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BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE BOX 12950

PENSACOLA, FLORIDA 32576-2950

E. DIXIE BEGGS
Retired

BENT II, LANE
1917-1981

DAVID J. BARBERIE
DIRECT DIAL (904) 489-3309

SEVENTH FLOOR BLOUNT BUILDING
3 WEST GARDEN STREET
PENSACOLA, FLORIDA 32501
TELEPHONE (904) 438-2481
TELECOPIER (904) 489-3330

March 20, 1996

FEDERAL EXPRESS
Division of Corporations
Attention: Mr. Hart Collins
409 East Gaines Street
Tallahassee, FL 32399
(904)487-6092

800001801558
-04/30/96--01091--001
*****70.00 *****70.00

Re: *Application by International Communications Systems, Inc., a foreign corporation, to transact business in Florida*

Dear Mr. Collins:

Enclosed herewith are: (i) the application package, (ii) copies of the corporate resolution adopting the name International Communications Systems of Delaware, Inc., and the waiver of notice, (iii) original Certificate of Good Standing from the State of Delaware (iv) a check in the amount of \$670.00, and (v) a copy of the previously submitted application packet, which includes a copy of the canceled check submitted with the original application.

Based on our previous conversations, it is my understanding that the production of the canceled check allows the additional penalty of \$3,000.00 to be waived by the Division of Corporations. We desire to have the corporation authorized to transact business in Florida as soon as possible. If you need any additional information, do not hesitate to contact me. Please call me should you have any questions regarding this matter. Thank you for your assistance.

No civil penalties due
corporation previously submitted
application February of 1993.
Corporation has paid annual
report fees 1994-1996
see next page

Hc 3/21/96

Yours very truly,

David J. Barberie
For the Firm

Hc 3/21
96 APR 29 AM 11:46
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



International Communications Systems

For Information Only

February 4, 1993

Florida Department of State
P.O. Box 6327
Tallahassee, Fl. 32314

To Whom It May Concern:

Enclosed, please find the following:

1. A completed application for authorization to transact business in Florida.
2. A certificate of status from the State of Delaware dated January 5, 1993.
3. A check for \$35.00 for the filing fee.

The name of the contact person for International Communications Systems is Mike Dorety. The phone number is 904/435-7505. Please mail the acknowledgment to:

Mike Dorety
701 South J Street
Pensacola, Fl. 32501

Sincerely,


Chris Gerard

1625

INTERNATIONAL COMMUNICATIONS 18-97
SYSTEMS
10428 DALLAS PKWY. STE. 430 214-390-0000
DALLAS, TX 75240

BANK ONE, TEXAS, N.A.
1000 ADVANTAGE PLAZA
DALLAS, TX 75201
25-001718

PAY TO THE ORDER OF
THIRTY-FIVE AND 00/100 DOLLARS*****
DATE 01/20/1993 \$35.00
Department of State Of Florida

CHRYSTAL BEECHER
1-10000614-015300010396
Pilling Fee

000000035000

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
INTERNATIONAL COMMUNICATIONS SYSTEMS, INC.**

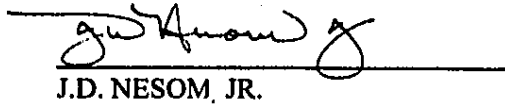
The undersigned, being all the Directors of International Communications Systems, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the Delaware General Corporation Law, hereby consent to and duly adopt following resolution:

WHEREAS, the Corporation was voided for non-payment of taxes effective March 1, 1994, and has since been restored, renewed, and revived to active status;

RESOLVED, the adoption of all previous resolutions enacted by International Communications Systems, Inc., during the time for which the corporation was voided for non-payment of taxes is hereby ratified and affirmed as a completely and fully authorized corporate action.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors on the 25th day of April, 1996.


J. DOUGLAS NESOM

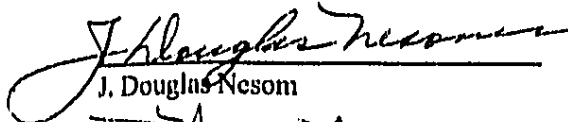

J.D. NESOM, JR.

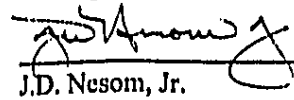
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 2:44

**WAIVER OF NOTICE OF MEETING
OF THE BOARD OF DIRECTORS
OF
INTERNATIONAL COMMUNICATIONS SYSTEMS, INC.**

The undersigned, being all of the Directors of International Communications Systems, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 229 of the Delaware General Corporation Law, hereby waive notice of the Special Meeting of the Board of Directors of the Corporation to be held on April 25th, 1996 for the purpose of ratifying and affirming the resolution adopting all resolutions made by International Communications Systems, Inc., during the time for which the corporation was voided for non-payment of taxes, and consent to such meeting being held at any time and place as may be deemed advisable.

DATED: April 25th, 1996



J. Douglas Nesom


J.D. Nesom, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 2:45

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
INTERNATIONAL COMMUNICATIONS SYSTEMS, INC.**

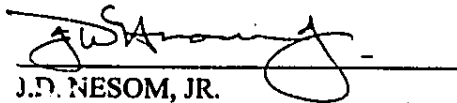
The undersigned, being all the Directors of International Communications Systems, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the Delaware General Corporation Law, hereby consent to and duly adopt following resolution:

WHEREAS, the Corporation seeks authorization as a foreign corporation to transact business in the State of Florida and the name International Communications Systems, Inc., is unavailable for usage in the State of Florida, the Corporation hereby adopts the name International Communications Systems of Delaware, Inc., for transacting business in the State of Florida;

RESOLVED, the adoption of the name International Communications Systems of Delaware, Inc., for transacting business in the State of Florida is hereby ratified and affirmed as a completely and fully authorized corporate action.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors on the 16th day of March, 1996.


J. DOUGLAS NESOM


J.D. NESOM, JR.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 AM 11:46

**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. International Communications, Systems 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. 75-2392781
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 9, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 701 South "J" Street, Pensacola, Florida 32501

(Current mailing address)
8. to engage in the resale of telecommunications products and/or services
(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: Michael F. Dorety
Office Address: 701 South "J" St.
Pensacola, Florida 32501, 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.


(Registered agent's signature)
Michael F. Dorety

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 AM 11:46

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: J. Douglas Nesom

Address: 701 South "J" Street
Pensacola, Florida 32501

Vice Chairman: _____

Address: _____

Director: Michael F. Dorety

Address: 701 South "J" St.
Pensacola, Florida 32501

Director: J. D. Nesom, Jr.

Address: 701 South "J" St.
Pensacola, Florida 32501

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

President: Michael E. Dorety

Address: 701 South "J" Street
Pensacola, Florida

Vice President: _____

Address: _____

Secretary: Wilma J. Cannon

Address: 701 South "J" St.
Pensacola, Florida

Treasurer: Wilma J. Cannon

Address: 701 South "J" Street, Pensacola, Florida 32501

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

13. J. Douglas Nesom
(Signature of chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. Douglas Nesom, 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 "INTERNATIONAL COMMUNICATIONS SYSTEMS, 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 SEVENTEENTH DAY OF APRIL, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 2:43



Edward J. Freel

Edward J. Freel, Secretary of State

2262737 8300

960105863

AUTHENTICATION: 7909740

DATE: 04-17-96