

F96000002970

KECK, MAHIN & CATE

120 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3010
(202) 789-3400
FAX (202) 789-1138

FILE NUMBER 48122-001

DIRECT DIAL 202-789-3402

May 20, 1996

500001871915
-06/21/96--0112--016
***1200.00 ***1200.00

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400001833114
-05/21/96--0115--004
*****78.75 *****78.75

W96-10937

Re: Omni Telecommunications, Inc.

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. The check, in the amount of \$78.75, is made payable to the *Florida Department of State*, and covers requisite filing fees and the certificate of status.

Please return all correspondence concerning this matter to Stanley S. Jutkowitz at the above address. Should there be any questions regarding this filing, please do not hesitate to contact me at the above number, or to call Patricia Ragland at 202-789-3425. Thank you for your assistance in this matter.

Sincerely,

Deborah A. Morris

Deborah A. Morris
Legal Assistant

Enclosures
10082258

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 5:05

A LAW PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO, ILLINOIS HOUSTON, TEXAS LOS ANGELES, CALIFORNIA NEW YORK, NEW YORK
PEORIA, ILLINOIS SAN FRANCISCO, CALIFORNIA OAKBROOK TERRACE, ILLINOIS SCHLAUMBURG, ILLINOIS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

DEBORAH A. MORRIS
KECK, MAHIN & CATE
1201 NEW YORK AVE., NW
WASHINGTON, DC 20005-3919

SUBJECT: OMNI TELECOMMUNICATIONS, INC.
Ref. Number: W96000010937

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 5:05

We have received your document for OMNI TELECOMMUNICATIONS, 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 document must include original signatures.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 396A00025541

KECK, MAHIN & CATE

1201 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3019
(202) 789-3400
FAX (202) 789-1130

FILE NUMBER 48122-001

DIRECT DIAL 202-789-3402

May 28, 1996

VIA FEDERAL EXPRESS

Ms. Jennifer Sindt
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 5:05

Re: Omni Telecommunications, Inc.

Dear Ms. Sindt:

Pursuant to your letter dated May 22, 1996, enclosed please find an original copy of Omni Telecommunications, Inc.'s "Application by Foreign Corporation for Authorization to Transact Business in Florida." For your reference, I have enclosed a copy of your letter of May 22, as well.

Please return all correspondence concerning this matter to me at the above address. Should there be any questions regarding this filing, please do not hesitate to contact me at the above number, or to call Patricia Ragland at 202-789-3425. Thank you for your assistance in this matter.

Sincerely,



Deborah A. Morris
Legal Assistant

Enclosures
10082258

A LAW PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

CHICAGO, ILLINOIS HOUSTON, TEXAS LOS ANGELES, CALIFORNIA NEW YORK, NEW YORK
PEORIA, ILLINOIS SAN FRANCISCO, CALIFORNIA OAKBROOK TERRACE, ILLINOIS SCHAUMBURG, ILLINOIS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

DEBORAH A. MORRIS
KECK, MAHIN & CATE
1201 NEW YORK AVE., NW
WASHINGTON, DC 20005-3919

SUBJECT: OMNI TELECOMMUNICATIONS, INC.
Ref. Number: W96000010937

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 5:05

We have received your application with original signatures; however, the issue of transacting without authority has not been addressed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 896A00026783

**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. Omni Telecommunications, 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. 37-1335171
(FEI number, if applicable)
4. 7/15/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10540 72nd Street North
Largo, Florida 34647
(Current mailing address)
8. Telecommunications 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Robert Ellis
Office Address: 10540 72nd Street North
Largo, Florida, 34647
(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)

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 JUN 19 PM 5:05

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: Frank Kristan

Address: 43 Dashon Avenue, Bronxville, NY 10708

Vice Chairman: _____

Address: _____

Director: John Morrell

Address: 10540 72nd Street North

Largo, FL 34647

Director: Paul Janssens-Lonn

Address: 992 Winterberry Drive

Marco Island, FL 33937

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

President: Robert Ellis

Address: 10540 72nd Street North

Largo, FL 34647

Vice President: _____

Address: _____

Secretary: Frank Kristan

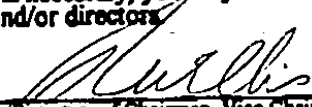
Address: 43 Dashon Avenue

Bronxville, NY 10708

Treasurer: Al Garbutt

Address: 10540 72nd Street North, Largo, FL 34647

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. Robert Ellis, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 17 3 PM '96

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 "OMNI TELECOMMUNICATIONS, 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 TWENTY-SECOND DAY OF APRIL, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 13 PM 5:05



Edward J. Freel
Edward J. Freel, Secretary of State

2419050 8300

960086916

AUTHENTICATION: 7916443

DATE: 04-22-96

F96 0000002970



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

96 SEP 19 11:13:46

ACCOUNT NO. 0000000000000032

REFERENCE : 086843 4325512

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : September 16, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 086843

CUSTOMER NO: 4325512

CUSTOMER: Ms. Deborah A. Morris
Keck, Mahin & Cate
555 12th Street, Nw
Suite 600
Washington, DC 20005

00000000000000000000

CHANGE OF AGENT

NAME: OMNI TELECOMMUNICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

SEP 19 11:12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*PH chg
CRG
9/19*

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: OMNI TELECOMMUNICATIONS, INC.

1b. The mailing address of the corporation is: 10540 72nd Street North, Largo, Florida 34647

1c. Date of incorporation: July 15, 1994 Document number: F96000002970

2. The name and address of the current registered agent and office:

Robert Ellis

10540 72nd Street North

Largo, Florida 34647

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

9/16/96

(Signature of an officer, chairman or
vice chairman of the board)

(Date)

Stanley S. Jutkowitz, Asst. Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Corporation Service Company

By: Deborah D. Skipper

(Signature of Registered Agent)

September 19, 1996

(Date)

If signing on behalf on an entity:

Deborah D. Skipper

(Typed or Printed Name)

As Agent

(Capacity)