

F96000003349

TRANSMITTED LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

05/21/96-01082-000
*****70.00 *****70.00

SUBJECT: Merritt, Mitcham & Associates, Inc.

(Name of corporation - must include suffix)

700001886697
07/08/96-01084-005
***1200.00 ***1200.00

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:

Janette M. Ernisse

(Name of Person)

W96p-10962

PO (40)

Merritt, Mitcham & Associates, Inc.

(Firm/Company)

5825 Glenridge Drive, Bldg. 3, Suite 101

(Address)

Atlanta, GA 30328

(City/State/Zip)

96 JUL-1 PH 400
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
10/10/96

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

Janette Ernisse

(Name of Person)

at (404) 843-9308

(Area Code & Daytime Telephone Number)

404 256-1984 - FAX

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

May 22, 1996

JANETTE M. ERNISSEE
MERRITT MITCHAM & ASSOCIATES, INC.
5825 GLENRIDGE DR., BLDG 3 #101
ATLANTA, GA 30328

SUBJECT: MERRITT, MITCHAM & ASSOCIATES, INC.
Ref. Number: W96000010962

We have received your document for MERRITT, MITCHAM & ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 896A00025589

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. Merritt, mitcham & associates, Incorporated
(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. Texas
(State or country under the law of which it is incorporated)
3. 74-2687976
(PEI number, if applicable)
4. November 15, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5825 Glenridge Drive, Bldg. 3, Suite 101
Atlanta, GA 30328
(Current mailing address)
8. Computer consulting
(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 NOT acceptable)
Susan Tutor
820 A1A #31
St. Augustine, Florida, 32084
(Zip Code)

95-JL-1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
NOTICE
FILED
10/18/95

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.

Susan M. Tutor
(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.

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: George G. Merritt

Address: 435 Ansley Drive
Roswell, GA 30076

Director: Vice Chairman: James C. Eberle

Address: 1180 Byrnwyk Rd.
Atlanta, GA 30319

Director: Kenneth D. Weeks

Address: 412 Greenbriar Rd.
Acme, PA 15610

Director: Daniel Downing

Address: 15 Sunnyside Lane
Lincoln, MA 01773

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Kenneth D. Weeks (named above)

Address: 412 Greenbriar Rd.
Acme, PA 15610

Treasurer: James C. Eberle (name above)

Address: 1180 Byrnwyk Rd.
Atlanta, GA 30319

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

13. James C. Eberle
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James C. Eberle
(Typed or printed name and capacity of person signing application)

96 JUL-1 PM 4:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

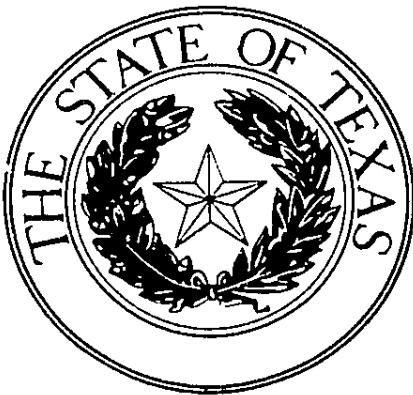
MERRITT, MITCHAM & ASSOCIATES, INC.
CHARTER NO. 1290631-00

were filed in this office and a certificate of incorporation was issued on
NOVEMBER 15, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

FILED
JUL -1 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 20, 1996.*



Loft
Antonio O. Garza, Jr.
Secretary of State

MAC



200 East Broward Blvd.
Fort Lauderdale, FL 33301

Telephone:
954/769-4000
Facsimile:
954/627-6472

F 9500000000 3349

January 1, 1997
Florida Secretary of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

900002085219--1
-02/12/97--01073--007
*****35.00 *****35.00

Re: Change of Registered Agent for Intex Telecommunications, Inc.

To whom it may concern:

Enclosed is a Change of Registered Agent form and a check in the amount of \$35.00. Please change the registered agent and registered agent's address for Intex Telecommunications, Inc. accordingly.

Please date stamp the extra copy of the form and return to the undersigned at the above address.

If you have any questions, you may contact me at (954) 713-1578.

Sincerely,

Angelina Edouard
Staff Attorney

97 JAN 31 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
97 JAN 31 PM 8:05

97 JAN 31 PM 8:05
DIVISION OF CORPORATIONS

1/31/97
F 9500000000 3349

Florida Department of State, Jim Smith, 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 South Carolina 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: Intex Telecommunications, Inc.

1b. Date of incorporation December 30, 1994 Document number FL123324

2. The name and address of the current registered agent and office: CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324

3. The name and address of the new registered agent and office: Chan Bryant Abney, Esquire
c/o TreasCom International, Inc. 200 East Broward Blvd., Ft. Lauderdale, FL 33301

The street address of its registered agent 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.

WPA

SIGNATURE
January , 1997
DATE

William Paquin, Chief Financial Officer

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE By: Chan Bryant Abney
(Registered Agent)
DATE January 22, 1997

F96000003349

MENTORA, INC.
8828 GLENRIDGE DRIVE
BUILDING 3, SUITE 101
ATLANTA, GA 30328
FIN: 58-2269803

RIVERBIRD BANK
MARIETTA, GA 30067-0808
84383/811

7315

8/7/97

**35.00

9

AY TO THE Florida Dept. of State
ORDER OF

Thirty-Five and 00/100*****

Florida Dept. of State
Annual Reports Filings
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500
Merritt, Mitcham & Associates, I

EMO

11007315# 11081103535# 01 37 62 01#

James C. Steele

DOLLARS
Security features
included
Date on back.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 AUG 14 AM 9:43

RECEIVED
97 AUG 14 AM 9:43
DIVISION OF CORPORATIONS

VS AUG 22 1997

Withd

500002276075--0
-08/25/97-01079-017
*****35.00 *****35.00

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Merrill, Mitchell & Associates, Inc.

(Name of Corporation)

Texas

(Incorporated Under Laws Of)

97 AUG 14 AM 8:17
TALLAHASSEE, FLORIDA
SECRETARIAL OF STATE
FILED

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

5825 Glenridge Dr., Bldg. 3, Ste. 101

(Mailing Address)

Atlanta, GA 30328

(City/ State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

James C. Eberle
Signature

PRESIDENT
Title

James C. Eberle
Typed or printed name

8/2/97
Date