

Receipt Number Only  
**F96000003848**

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

000001 908298  
-07/30/96--01103--000  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*One-Stop Communications, Inc.*

96 JUL 30 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

*1/30*

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign            |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

*7/30/96*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. One-Stop Communications, 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. Illinois  
(State or country under the law of which it is incorporated)
3. 36-4059582  
(FEI number, if applicable)
4. 4-16-96  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not yet commenced business in Florida  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 15 Salt Creek Lane, #321  
Hinsdale, IL 60521  
(Current mailing address)
8. To engage in all lawful acts or activities for which corporations may be incorporated  
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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.*

C T CORPORATION SYSTEM

Jeffrey H. Teery  
(Registered agent's signature) (Officer)

Jeffrey H. Teery, Assistant Secretary  
(Type Name and Title of Officer)

96 JUL 30 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: Philip J. Carrier

Address: 939 Cleveland RD  
Hinsdale, IL 60521

~~Vice Chairman:~~ <sup>DIRECTOR:</sup> Daniel J. Smith

Address: 885 Dovington Drive  
Hoffman Estates, IL 60194

Director: Timothy W. Stonich

Address: 292 Sheridan Rd  
Winnatka, IL 60093

Director: David A. Fewkes

Address: 274 Hagans Ave  
Elmhurst, IL 60126

B. OFFICERS

President: Richard S. Vanderwoude

Address: 22 Orchard Lane  
Colts Neck, NJ 07722

Vice President: Carter Ransom

Address: 798 Inverness Drive  
Aurora, IL 60504

Secretary: Philip J. Carrier

Address: 939 Cleveland Rd  
Hinsdale, IL 60521

FILED  
\$6 JUL 30 PM 1:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Treasurer: Philip J. Carrier

Address: 939 Cleveland Rd

Mineola, IL 60521

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

13. Richard S. Vanderwoude  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard S. Vanderwoude, President  
(Typed or printed name and capacity of person signing application)

Continuation of Item 12, Directors:

Director: Richard S. Vanderwoude  
22 Orchard Lane  
Colts Neck, NJ 07722

Carter Ransom  
798 Inverness Drive  
Aurora, IL 60504

FILED

96 JUL 30 PM 1:51

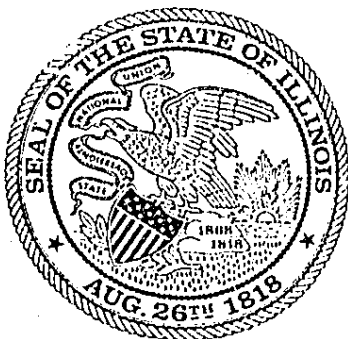
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

File Number 5863-043-8



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,*  
*do hereby certify that* **ONE-STOP COMMUNICATIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 14, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\***



**In Testimony Whereof,** *I hereto set*  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois this* 19TH  
*day of* JULY *A.D., 19* 96

*George H. Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE

# F96000003848

**FEWKES WENTZ & STRAYER**

Attorneys at Law

2100 Clearwater Drive  
Oak Brook, Illinois 60521

Telephone: (630) 954-3366  
Facsimile: (630) 954-3801

January 9, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: One-Stop Communications, Inc.**  
**Document No. F96000003848**

Gentlemen:

Enclosed are the following documents necessary to change our client's name

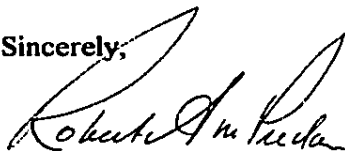
from One-Stop Communications, Inc.  
to One Stop Telecommunications, Inc.

1. Three copies of Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida
2. Check in the amount of \$35.00 to cover the filing fee.
3. Self-addressed, stamped return envelope.

700002056867--4  
-01/14/97--01088--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please record the enclosed application and return to us a filed, stamped copy for our files.

Sincerely,



Robert A. M. Predan

RAMP:sgc  
C:\97-HVH\CORPORAT\390\FLA-NAME.109

Enclosures

SH 2/24  
NC

FILED  
97 FEB 24 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

January 21, 1997

Robert A.M. Predan  
Fewkes Wentz & Strayer  
2100 Clearwater Dr.  
Oak Brook, IL 60521

**SUBJECT: ONE-STOP COMMUNICATIONS, INC.**  
Ref. Number: F96000003848

We have received your document for ONE-STOP COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 097A00002772

# **FEWKES WENTZ & STRAYER**

Attorneys at Law

2100 Clearwater Drive  
Oak Brook, Illinois 60521

Telephone: (630) 954-3366  
Facsimile: (630) 954-3801

February 17, 1997

Mr. Steven Harris  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE: One-Stop Communications, Inc.**  
**Ref No.: F96000003848**  
**Letter No.: 097A00002772**

Dear Sir:

As requested in your letter of January 21, 1997, enclosed is:

1. A certified copy of the Articles of Amendment to the Articles of Incorporation of One-Stop Communications, Inc. which changes the subject company's name to One Stop Telecommunications, Inc.
2. FLA.-2251 "Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida"
3. A copy of your letter dated January 21, 1997.

Please file the document and return a copy to me in the enclosed self-addressed envelope. If you have any additional questions, please contact me.

Thank you.

Sincerely,

  
Sharon Cabrisas

Enclosures  
C:\97-HVH\390-FL.218



**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANBACT BUSINESS IN  
FLORIDA**

FILED  
JAN 17 1997  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. ONE-STOP COMMUNICATIONS, INC.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Illinois
3. Date authorized to do business in Florida: July 30, 1996

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

August 19, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

ONE STOP TELECOMMUNICATIONS, INC.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

Secretary      7 January 1997  
Signature      Date  
Name and Title

File Number 5863-043-8

**State of Illinois**  
**Office of**  
**The Secretary of State**

**Whereas,**

**ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF**

**ONE-STOP COMMUNICATIONS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.**

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 19TH day of AUGUST A.D. 19 96 and of the Independence of the United States the two hundred and 21ST .



*George H. Ryan*

Secretary of State

Form **BCA-10.30**

(Rev. Jan. 1995)

**ARTICLES OF AMENDMENT**

File # 5863-043-8

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62750  
Telephone (217) 782-1832

Permit payment in check or money  
order, payable to "Secretary of State."  
\*The filing fee for articles of  
amendment - \$25.00

**FILED PAID**

AUG 19 1996

AUG 21 1996

GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 8-19-96  
Franchise Tax \$  
Filing Fee \$ 6-  
Penalty \$  
Approved: [Signature] 5X

1. CORPORATE NAME: One-Stop Communications, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on 8-19-96

19 \_\_\_\_ in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 &amp; 5)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT.

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

One Stop Telecommunications, Inc.

(NEW NAME)

All changes other than name, include on page 2  
(over)

Se  
X-16

X 8-16-96 for HARRISON HULTON

### **Text of Amendment**

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>1.3 August</u> , 19 <u>96</u>	<u>One-Stop Communications, Inc.</u> (Exact Name of Corporation at date of execution)
attested by <u>[Signature]</u> (Signature of Secretary or Assistant Secretary)	by <u>[Signature]</u> (Signature of President or Vice President)
<u>Philip J. Carrier, Secretary</u> (Type or Print Name and Title)	<u>Richard S. Vanderwoude, President</u> (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_

_____	_____
_____	_____
_____	_____
_____	_____

### NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected.  
(§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (g) to restate the articles of incorporation as currently amended.

(§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies.  
(§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment.  
(§§ 7.10 & 10.20)



STATE OF ILLINOIS  
Office of the Secretary of State  
I hereby certify that this is a true and  
correct copy, consisting of *Five*  
pages, as taken from the original on file in  
this office.

*George H. Ryan*

George H. Ryan  
Secretary of State

DATED *January 30, 1997*

BY: *Barbara Lippert*