

F960000041921

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED 11 11 1994
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: SAXTEL COMMUNICATIONS, INC.
(Name of corporation - must include suffix)

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:

W96-7465

Jack Sachs
(Name of Person)
SAXTEL COMMUNICATIONS, INC.
(Firm/Company)
9240 W. Bay Harbor Drive, Apt. 7-C
(Address)
Bay Harbor Islands, FL 33154
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 16 AM 10:26

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

Richard Kroop at (305) 538-7575
(Name of Person) (Area Code & Daytime Telephone Number)

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

April 8, 1996

JACK SACHS
SAXTEL COMMUNICATIONS, INC.
9240 W. BAY HARBOR DRIVE APT. 7-C
BAY HARBOR ISLAND, FL 33154

SUBJECT: SAXTEL COMMUNICATIONS, INC.
Ref. Number: W96000007465

We have received your document for SAXTEL COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00015850

Lapointe-Rosenstein

ATTORNEYS & SOLICITORS

Reginald D. Lapointe
 Pierre L. Lapointe
 Jacques Bergeron
 Robert Lapointe
 Louis-Jacques Gauthier
 William Dugas
 Marc D. Dutil
 Daniel Plante
 Jean-François Rochon
 Seth Dallen
 Luc L. Boucher
 Christopher Deely

Pierre L. Lapointe
 Howard W. Dorman
 Nicholas Taylor
 Thomas A. Rothwell
 Andrew L. Charnberg
 Dennis Harman
 Robert Daghestani
 Stephen Roy
 Antonietta Polchione
 Brian Z. Gelland
 Eric Franché

Member of the Ontario Bar
 Ontario Bar and Alberta Bar
 Ontario Bar only, New York Bar
 and Massachusetts Bar (Inactive in Ontario)
 Counsel: Antoine Durr QC
 George F. Longman QC (London)

Mark H. Rosenstein
 Richard Marcotte
 Charles Bergeron
 Robert Bayard
 Andrew S. Lefrançois
 Michael G. Blomard
 Seth E. Harpham
 Louise Chastel
 Elizabeth C. Berlek
 D. Dino Pizzone Jr.
 Pierre Cognat

Alexander S. Fungberg QC
 Denis Boudreau
 Norman Foley
 Terry H. Flanzberg
 Les MacPherson
 Jeanne Fortin
 Anne-Marie Gauthier
 Howard M. Levine
 Carolyn Lafond
 Kim Farnsworth
 Martine Rivard

July 24, 1996

PER MESSENGER

Mrs. Lee Rivers
 FLORIDA DEPARTMENT OF STATE
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida
 U.S.A. 32314

RE: SAXTEL COMMUNICATIONS INC.
Our file: SEXT.33497

Dear Mrs. Rivers:

Further to your letter of April 8, 1996 addressed to Jack Sachs, please find attached a copy of the Certificate of Incorporation of the above corporation, authenticated by the Office of the Secretary of State of Delaware on July 7, 1996 under no. 8023199.

Should you have any questions with respect to the foregoing, please do not hesitate to contact the undersigned.

Trusting the foregoing is to your entire satisfaction, we remain,

Yours truly,

LAPOINTE ROSENSTEIN

Nadine Kerba
 Nadine Kerba, Legal Assistant
 Corporate Services

/NK
 Encls.

TRADE MARK AGENTS

1250 René-Lévesque Blvd West, Suite 1400, Montreal, Quebec H3B 5E9 Telephone: (514) 925-6300 Telecopier: (514) 925-9001 E-Mail: general@laprox.qc.ca

GOODMAN LAPOINTE FERGUSON

Montreal • Toronto • Vancouver



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 25, 1996

JACK SACHS
SAXTEL COMMUNICATIONS, INC.
9240 W. BAY HARBOR DRIVE APT. 7-C
BAY HARBOR ISLAND, FL 33154

SUBJECT: SAXTEL COMMUNICATIONS, INC.
Ref. Number: W96000007465

We have received your document for SAXTEL COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

We are returning the certified copy you submitted, as it is not the same as the certificate of existence we require. The certificate of existence attests to the current status of the corporation and does not have any photocopied attachments.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00035874

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Answers to Solutions

Alexander S. Frenkelberg, QC
Doris Reschewitz
Herman Kelly
Jocelyn Phelan
Les Marples?
Joseph Martin
Anne Marie Gauthier
Howard M. Lewis
Jacelyn Laland
Lynn Francour
Martine Renaud

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SECRETARY OF CORPORATIONS
DIVISION
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Montreal • Toronto • Vancouver

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. SAXTEL 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 895118-102
(FBI number, if applicable)
4. 11-20-95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NO DATE YET
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9240 W. BAY HARBOR DRIVE
BAY HARBOR ISL. FLA 33154
(Current mailing address)
8. INVESTMENTS
(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: RICHARD KROMB ESR.
Office Address: 420 LINCOLN RD #512
MIAMI BEACH, Florida, 33139
(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.

[Signature]
(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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DIVISION OF CORPORATIONS
98 AUG 16 AM 10:26

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: JACK SACHS

Address: 9240 W. BOY HARBOR DR. #7C

Vice Chairman: BOY HARBOR ISLAND FL 33154

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JACK SACHS

Address: 9240 W. BOY HARBOR DR. #7C

BOY HARBOR ISL. FL 33154

Vice President: _____

Address: _____

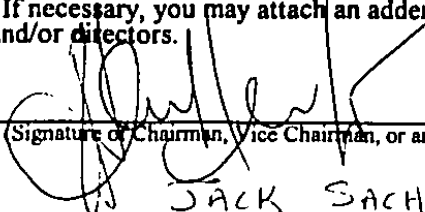
Secretary: _____

Address: _____

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. JACK SACHS
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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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 "SAXTEL COMMUNICATIONS 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 THIRTEENTH DAY OF AUGUST, 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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 16 AM 10:26




Edward J. Freel, Secretary of State

2563527 8300
960236367

AUTHENTICATION: 8066429
DATE: 08-13-96