

1201 BAYS STREET
TALLAHASSEE, FL 32301-2607
904 222-7141
904 222-0141 FAX

800-142-8086



ACCOUNT NO. : 072100000032

REFERENCE : 083349 129801A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 70.00

ORDER DATE : September 12, 1996

ORDER TIME : 12:27 PM

ORDER NO. : 083349

080001347227

CUSTOMER NO: 129801A

CUSTOMER: Mr. Richard J. Day, Jr.
Capital One Financial
Suite 1300
2980 Fairview Park Drive
Falls Church, VA 22042-4525

FOREIGN FILINGS

NAME: OAKSTONE, INC.

FILED
96 SEP 13 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

96 SEP 13 PM 1:50
DIVISION OF CORPORATE AFFAIRS

**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. OakStone, 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. 54-1760725

(FEI number, if applicable)

4. June 6, 1995

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Sept./Oct. 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.1501, F.S.))

7. 2980 Fairview Park Dr., Ste. 1300

Falls Church, VA 22042-4525

(Current mailing address)

8. See Attachment A.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Carol K. Dolor

(Registered agent's signature)

CAROL K. DOLOR, AUTHORIZED REPRESENTATIVE

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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SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard D. Fairbank

Address: 2980 Fairview Park Dr., Ste. 1300
Falls Church, VA 22042-4525

Director: Nigel W. Morris

Address: 2980 Fairview Park Dr., Ste. 1300
Fall Church, VA 22042-4525

B. OFFICERS

President: Neil Andrew Cohen

Address: 2650 Park Tower Dr., Ste. 300
Vienna, VA 22180

Vice President: David M. Tyler, Jr.

Address: 2650 Park Tower Dr., Ste. 300
Vienna, VA 22180

Secretary: John G. Finneran, Jr.

Address: 2980 Fairview Park Dr., Ste. 1300
Falls Church, VA 22042-4525

Treasurer: David M. Willey

Address: 2980 Fairview Park Dr., Ste. 1300
Falls Church, VA 22042-4525

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

13. John G. Finneran, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John G. Finneran, Jr. Secretary
(Typed or printed name and capacity of person signing application)

SECRET
DATE
TALLAHASSEE, FLORIDA

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Attachment A

Statement of Purpose

To resell cellular phone service, to sell cellular phones and to engage in any act or activity permitted by the laws of Delaware for which corporations may be organized under Florida Business Corporation Act, provided that the corporation is not to engage in any act or activity requiring the consent or approval of any district official, department, board, agency or other body without such consent or approval first being obtained.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment B

OakStone, Inc.
Officers (continued)

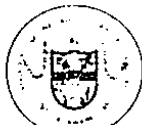
<u>Title</u>	<u>Name</u>	<u>Address</u>
Executive Vice President	George M. Overholser	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

NOTICE IS HEREBY GIVEN THAT THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE HAS RECEIVED FROM THE SECRETARY OF THE STATE OF FLORIDA A CERTIFICATE OF INCORPORATION FOR THE FLORIDA ASSOCIATION OF REALTORS, INC. THE RECORDS OF THE OFFICE SHOW AS OF THE TWELFTH DAY OF SEPTEMBER, 1996.

FILED
96 SEP 13 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

SEP 13 1996

SEP 13 1996