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LAW OFFICES OF
JEFFREY A. SARROW, P.A.
300 SOUTH PINE ISLAND ROAD, SUITE 304
PLANTATION, FLORIDA 33324

(954) 475-3188
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October 24, 1996

Federal Express Airbill No. 5547400165

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

W96-22788

Re: ACS COMMUNICATIONS SYSTEMS, INC.

Dear Ladies and Gentlemen:

I am enclosing an original and one copy of an Application by ACS Communications Systems, Inc., a Delaware corporation for authorization to transact business in the State of Florida. Also enclosed is my check in the amount of \$35.00 representing your required filing fee. Please return a certified copy of the application to my office in the enclosed stamped envelope.

Very truly yours,



JEFFREY A. SARROW

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

JEFFREY A. SORROW, P.A.
%ACS COMMUNICATIONS SYSTEMS, INC.
300 SOUTH PINE ISLAND RD., STE 304
PLANTATION, FL 33324

SUBJECT: ACS COMMUNICATIONS SYSTEMS, INC.
Ref. Number: W96000022788

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We have received your document for ACS COMMUNICATIONS SYSTEMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

A photocopy of the certificate of existence 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 896A00049442

**APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of Corporation: ACS COMMUNICATIONS SYSTEMS, INC.
2. The state under whose laws the corporation is incorporated: Delaware
3. FEI number, if applicable: 0002383066
4. Date of incorporation in the domiciliary: March 3, 1994
5. Duration: Perpetuity
6. Date first transacted business in Florida [SEE FSA §§ 607.1501, 607.1502 and 817.155]: September 1, 1996
7. Current mailing address: 757 S.E. 17th Street, Suite 751, Ft. Lauderdale, FL. 33316
8. Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida: Provision of communication services.
9. Name and street address of Florida registered agent: Jeffrey A. Sarrow, Esq. 300 South Pine Island Road, Suite 304, Plantation, Florida 33324
10. 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.


JEFFREY A. SARROW, ESQ., Registered Agent

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11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

12. The names and addresses of each of the corporation's director is as follows: Jacob Schlesinger

13. The names and addresses of each of the corporation's officers are as follows:

Jacob Schlesinger - President and Chief Executive Officer

Tony Salzgeber - Secretary

Date: September 30, 1996.



Jacob Schlesinger - President

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACS COMMUNICATIONS SYSTEMS, 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 THIRTIETH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8088103

08-30-96