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October 29, 1996

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

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-11/01/96--01007--002
*****70.00 *****70.00

Re: TELEPHONETICS OVERSEAS CORPORATION.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

FILED
96 OCT 31 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/5

**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. TELEPHONETICS OVERSEAS CORPORATION
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. OCTOBER 3, 1946 4. PERPETUAL
(Date of Incorporation) (Duration)
5. 65-0694702
(Federal Employer Identification number, if applicable)
6. _____
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4330 N.W. 207th DRIVE MIAMI, FL 33055
(Current mailing address)
8. ON-HOLD MEDIA SALES & MARKETING
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: VIVIAN MANEVICH
Address: 4330 N.W. 207th DRIVE
MIAMI, FL 33055

Vice Chairman: _____

Address: _____

Director: ALAN KVARES
Address: 4330 N.W. 207th DRIVE
MIAMI, FL 33055

Director: LARRY ARONOFF
Address: 10 GOLDFINCH COURT
AMHERST, NY 14228

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B. Officers:

President: VIVIAN MANEVICH
Address: 4330 N.W. 207th DR.
MIAMI, FL 33055

Vice President: _____
Address: _____

Secretary: VIVIAN MANEVICH
Address: 4330 N.W. 207th DR.
MIAMI, FL 33055

Treasurer: VIVIAN MANEVICH
Address: 4330 N.W. 207th DR.
MIAMI, FL 33055

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: JOHN G. SIRACUSA, ESQ.
Office Address: 4330 N.W. 207th DRIVE
MIAMI, FL , Florida 33055
Zip Code

11. 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.

Registered agent's signature: John G. Siracusa Esq.

12. 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.

13. Vivian Manevich
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

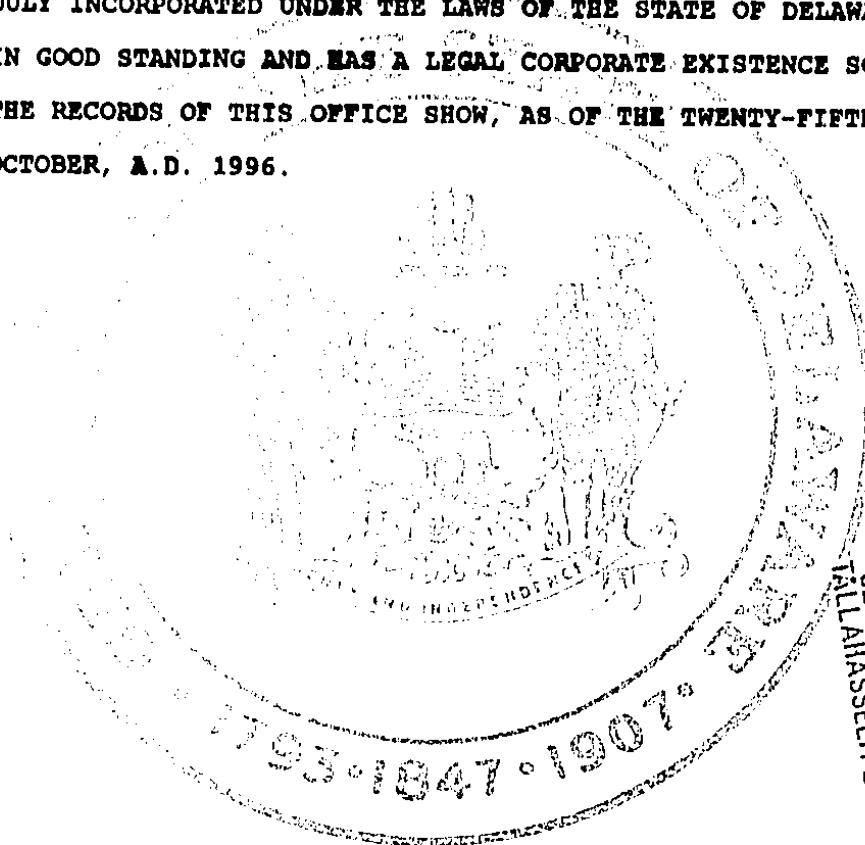
14. PRESIDENT & CHAIRMAN
(Name and capacity of person signing application)

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FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEPHONETICS OVERSEAS CORPORATION" 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8164108

DATE: 10-25-96