

F97000005697

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TELTALK, INC.

(Name of corporation - must include suffix)

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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:

WILLIAM LESTER LEGG

(Name of Person)

TELTALK, INC.

(Firm/Company)

P.O. BOX 22683

(Address)

LEXINGTON, KENTUCKY 40522-2683

(City/State/Zip)

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

WILLIAM LESTER LEGG

(Name of Person)

at (606) 269-5559

(Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Section
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

**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. TELTALK, 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. KENTUCKY 3. 31-1506717
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEBRUARY 27, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NO BUSINESS TO DATE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 592 EUREKA SPRINGS DRIVE, SUITE 203
LEXINGTON, KENTUCKY 40517
(Current mailing address)
8. ANY BUSINESS ALLOWED CORPORATIONS FOR PROFIT IN KENTUCKY (CH.271B-KRS)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: SCOTT WALLACE
- Office Address: 1309 SE 37TH AVENUE
OCALA, Florida, 34471
(Zip code)

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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.

X 

(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.

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: RICHARD M. YOUNG

Address: 427 MAIN STREET

INEZ, KENTUCKY 41224

Vice Chairman: WILLIAM LESTER LEGG

Address: 592 EUREKA SPRINGS DRIVE , SUITE 203

LEXINGTON, KENTUCKY 40517

Director: ERNEST BROOKHART

Address: 592 EUREKA SPRINGS DRIVE, SUITE 201

LEXINGTON, KENTUCKY 40517

Director: SCOTT WALLACE

Address: 1309 SE 37TH AVENUE

OCALA, FLORIDA 34471

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

President: RICHARD M. YOUNG

Address: 427 MAIN STREET

INEZ, KENTUCKY 41224

Vice President: SCOTT WALLACE

Address: 1309 SE 37TH AVENUE

OCALA, FLORIDA 34471

Secretary: WILLIAM LESTER LEGG

Address: 592 EUREKA SPRINGS DRIVE, SUITE 203

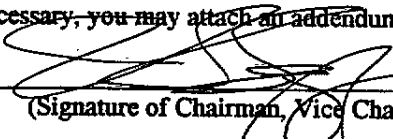
LEXINGTON, KENTUCKY 40517

Treasurer: ERNEST BROOKHART

Address: 592 EUREKA SPRINGS DRIVE, SUITE 201

LEXINGTON, KENTUCKY 40517

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. VICE CHAIRMAN

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

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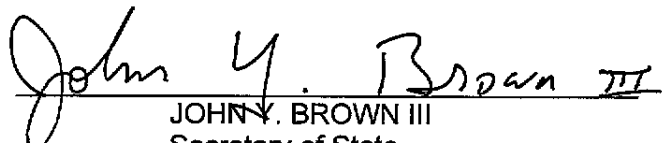
OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby
certify that according to the records in the Office of the Secretary of State
TELTALK, INC.
is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky
whose date of incorporation is FEBRUARY 27, 1997
and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at
Frankfort, Kentucky, this 3RD day of OCTOBER, 19 97.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

PMM