

F980000000626

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: North-American Association of Telecommunications Dealers, Inc
(Name of Corporation)

100002355191--3
-11/24/97--01046--004
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

W97-26437

Please return all correspondence concerning this matter to the following:

Rick Hauser, Esq.
(Name of Person)

Robert E. Boyle & Associates, P.A. -
(Firm/Company)

8400 Normandale Lake Boulevard, Suite 1475
(Address)

Bloomington, Minnesota 55437
(City, State and Zip Code)

For further information concerning this matter, please call:

Rick Hauser, Esq. at 612-921-2202
(Name of Person) Area Code & Daytime Telephone Number

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mtm
2/3

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

per Rick Hauser
to add corporat
suffix. to name
2-3-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 24, 1997

RICK HAUSER, ESQ.
ROBERT E BOYLE & ASSOC.
8400 NORMANDALE LAKE BLVD., STE 1475
BLOOMINGTON, MN 55437

SUBJECT: NORTH-AMERICAN ASSOCIATION OF TELECOMMUNICATIONS
DEALERS
Ref. Number: W97000026437

We have received your document for NORTH-AMERICAN ASSOCIATION OF
TELECOMMUNICATIONS DEALERS and your check(s) totaling \$70.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes,
this office collects a civil penalty of \$1000 for each year this entity transacted
business or conducted its affairs in Florida prior to qualification and the
appropriate annual report fees that would have been due this office had the entity
qualified the year it began operations in this state. The amount due this office to
cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes,
which lists those activities that do not constitute transacting business in this state.
If after reviewing this section you determine erroneous information was inserted
on the application, a sworn affidavit containing the following information must be
submitted: 1.) a statement indicating erroneous information was listed on the
application; and 2.) the correct date the corporation began transacting business
in Florida prior to the year the application was submitted did not constitute
transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 997A00056131

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1998

RICK HAUSER, ESQ.
ROBERT E BOYLE & ASSOC.
8400 NORMANDALE LAKE BLVD., STE 1475
BLOOMINGTON, MN 55437

SUBJECT: NORTH-AMERICAN ASSOCIATION OF TELECOMMUNICATIONS
DEALERS
Ref. Number: W97000026437

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for NORTH-AMERICAN ASSOCIATION OF TELECOMMUNICATIONS DEALERS.

The referenced application states that the corporation has transacted business in the State of Florida since December 31, 1996. You were notified by letter dated November 24, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1165.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays
Document Specialist Letter No. 798A00003825

Enclosure

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AFFIDAVIT OF JOSEPH J. MARION

STATE OF FLORIDA)
) ss.
COUNTY OF Palm Beach)

Joseph J. Marion, being first duly sworn upon oath, deposes and states as follows:

- 1) I am the President of the North-American Association of Telecommunication Dealers, Inc., a Minnesota corporation ("NATD"). I am competent to testify to the matters stated herein which are based upon my own personal knowledge.
- 2) The Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida, filed by NATD with the Secretary of State of Florida on or about November 24, 1997, which stated that NATD began transacting business in Florida on August 31, 1996 was erroneous. This date was erroneously submitted taking into consideration the move of Marion Associates, Inc. to Florida.
- 3) Marion Associates, Inc. is a management company which was retained by NATD to manage its affairs. I am also President of Marion Associates, Inc. Marion Associates, Inc. was registered to transact business in Florida as of September 17, 1996.
- 4) Marion Associates, Inc. was previously transacting business in New Jersey. For personal reasons, I moved to Florida in 1996 and also began moving Marion Associates, Inc. to Florida. This transition took several months during which I commuted between Florida and New Jersey.
- 5) NATD did not transact business in the State of Florida during 1996, other than the fact that Marion Associates, Inc. had relocated to Florida.

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6) NATD has one bank account in Florida which was opened on November 21, 1996, however, NATD continued to have a bank account in New Jersey until it was closed on September 30, 1997.

7) NATD did have one meeting of its Board of Directors and Members in Florida. However, this was not for the purpose of transacting business in Florida, rather such meetings are held around the country and, for various reasons, was conducted in Florida on this occasion. The past five meetings of the Board of Directors and Members have taken place at the following locations on the following dates:

- a) San Francisco, California: July 25, 1996;
- b) Fort Lauderdale, Florida: October 11, 1996;
- c) Cancun, Mexico: February 14, 1997;
- d) New York, New York: April 18, 1997;
- e) Newport, Rhode Island: June 19, 1997.

8) NATD does not directly employ any Florida residents.

9) NATD is a trade group which may have members which conduct business in Florida, but NATD does not solicit or advertise business specifically within the State of Florida.

10) NATD does not have indebtedness, mortgages or security in property within the State of Florida.

11) NATD does not own any real or personal property within the State of Florida.

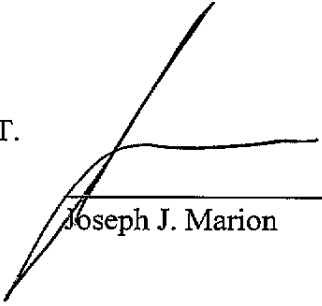
12) NATD has not brought or defended any legal actions within the State of Florida.

13) For the above reasons, I do not believe NATD has transacted business in the State of Florida within the meaning of Fla. Stat. Ann. § 607.1501(2).

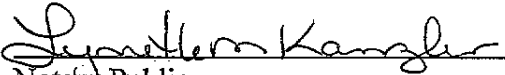
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FURTHER YOUR AFFLIANT SAYETH NOT.


Joseph J. Marion

Subscribed and sworn to before me this
26th day of January, 1998.


Notary Public

LYNNETTE M. KANZLER
Notary Public - State of Florida
My Commission Expires Jul 24, 2001
Commission # CC666228

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS
AFFAIRS IN THE STATE OF FLORIDA:**

1. North-American Association of Telecommunications Dealers, Inc.
(Name of corporation: must include the word "INCORPORATED" 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Minnesota 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 17, 1986 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 31, 1996
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1045 East Atlantic Avenue, Suite 206
Delray Beach, Florida 33483
(Current mailing address)

8. See Exhibit A attached hereto.
(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:**
Joseph Marion
(Name)
1045 East Atlantic Avenue, Suite 206
(Office address)
Delray Beach, Florida, 33483
(City) (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.


(Registered agent's signature)

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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: Joseph Marion

Address: 1045 East Atlantic Avenue, Suite 206

Delray Beach, Florida 33483

Vice Chairman: _____

Address: _____

Director: John Conn

Address: Standard Telecom, 33 Laird Drive

Toronto, Ontario, Canada M4G-3S9

Director: Dale Cooperider

Address: D&E Communications, Inc., 5840 Chandler Court

Westerville, Ohio 43082

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

President: David Blau

Address: Consolidated Communications, 28 Calvert Street

Harrison, New York 10528

Vice President: Steve Leidholdt

Address: STL, Inc., 2030 Alton Court

St. Louis, Missouri 63146

Secretary: Ann Marie Murphy

Address: Telecommunications Export Company, 54 West Dane Street, Beverly, Massachusetts

01915

Treasurer: Scott Carrothers

Address: Corporate Telecom Services, 2346 Wyecraft Road, Oakville, Ontario, Canada L6L-6M1

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)

Joseph Marion, Executive Director

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

EXHIBIT A

The purpose of the Corporation shall be to promote and represent the common business interests and general welfare of persons, firms, and corporations engaged in the telecommunications industry, to engage in such activities as may, from time to time, be necessary or advisable to serve or advance the interests of persons, firms, and corporations so engaged, and to promote the general welfare of the public and of persons having dealings with persons, firms, and corporations so engaged.

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**Application by Foreign Not for Profit Corporation for
Authorization to Conduct its Affairs in Florida
Addendum to Question 12**

A. Directors

Director: Rick Day
Address: Daycom Systems, Inc.
5355 Avenida Encinas, Suite 110
Carlsbad, California 92008

Director: Frank Gustafson
Address: North American Communication Resources
1100 East 80th Street
Bloomington, Minnesota 55420

Director: Rich Kohl
Address: Retele Communications, Inc.
29 Franklin Street
Needham, Massachusetts 02194

Director: Robert Ventura
Address: Ventura Telephone Equipment
2300 West Wetmore Road
Tucson, Arizona 85705

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

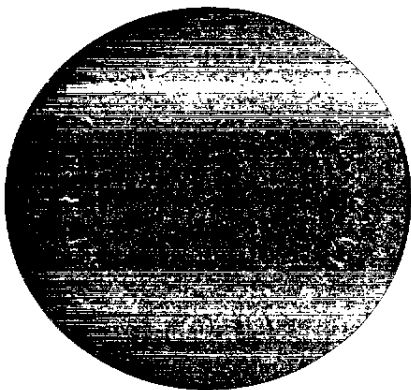
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statute listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: North-American Association of Telecommunication Dealers

Date Formed: 09/17/1986

Chapter Governed By: 317A

This certificate has been issued on 11/05/97.



Joan Anderson Grove
Secretary of State.

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