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January 12, 1998

**VIA OVERNIGHT DELIVERY**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Authority for ACS Systems, Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the California Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

  
Lynn Burlingame  
Paralegal

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosures  
cc: Ernest Ellis

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TALLAHASSEE, FLORIDA

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**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. ACS Systems, 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. California

(State or country under the law of which it is incorporated)

3. 33-0206424

(FEI number, if applicable)

4. December 16, 1985

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2510 N. Red Hill Avenue, Suite 230

Santa Ana, California 92705

(Current mailing address)

8. Telecommunications Services

(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Richard A. Murdoch

Office Address: 980 N. Federal Highway, Suite 410

Boca Raton

, Florida, 33432

(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)

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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TALLAHASSEE, FLORIDA

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)**

Please See Attachment.

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

Please See Attachment.

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Mark J. Attaway, President

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

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TALLAHASSEE, FLORIDA

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**ACS SYSTEMS, INC.  
OFFICERS AND DIRECTORS**

**Officers**

Mark J. Attaway	President
Jeff A. Sanderson	President R&D
Allen D. Meadows	Executive VP, CFO and Treasurer
Andrew F. Puzder	Executive VP and Assistant Secretary
M'Liss Jones Kane	Senior VP and Secretary
Sherry Popovicia	Assistant VP
Ernest Ellis	VP of Telecommunications

**Directors**

William P. Foley, II  
Patrick F. Stone  
Allen D. Meadows

All above-named Officers and Directors of ACS SYSTEMS, INC. can be reached at 2510 N. Red Hill Avenue, Suite 230, Santa Ana, California 92705-5542.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 16th day of December, 19 85,

ACS SYSTEMS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

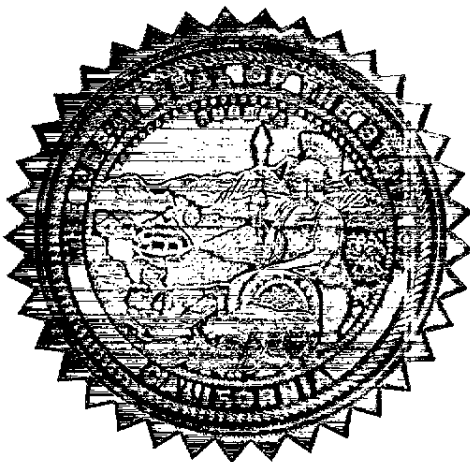
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

January 7, 1998



*Bill Jones*

Secretary of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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