

F98000000926

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200002372662-1
-12/16/97-01010--001
*****78.75 *****78.75

SUBJECT: Comms People, Inc.
(Name of corporation - must include suffix)

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:

Nigel Gausden
(Name of Person)
Comms People, Inc.
(Firm/Company)
401 Edgewater Place, Suite 600
(Address)
Wakelield, MA 01880
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 11:20

200002372662-1
-02/19/98-01012--024
***2365.00 ***2365.00

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

Kristin Niemann at (781) 224-1212
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1997

NIGEL GAUSDEN
COMMS PEOPLE, INC.
401 EDGEWATER PL., STE. 600
WAKEFIELD, MA 01880

SUBJECT: COMMS PEOPLE, INC.
Ref. Number: W97000027991

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DIVISION OF CORPORATIONS
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We have received your document for COMMS PEOPLE, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$2365.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 397A00059004

**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. Comms People, 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. Georgia 3. 58-2075551
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-3-93 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 401 Edgewater Place, Suite 600
Wakelield, MA 01880
(Current mailing address)
8. Technical consulting corporation.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Nays Street

Tallahassee, Florida, 32301
(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.

Lisa G. Mulligan
(Registered agent's signature)

LISA G. MULLIGAN, AUTHORIZED REPRESENTATIVE

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: Les Clark

Address: The Quadrangle, 180 Wardour Street
London, England W1V 4AE

~~Vice Chairman:~~ Andrew AF Baker

Managing Director
Address: The Quadrangle, 180 Wardour Street
London, England W1V 4AE

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Errol Grant

Address: 401 Edgewater Place, Suite 600
Wakefield, MA 01880

Vice President: Steve Moreschi

Address: 388 Market Street, Suite 950
San Francisco, CA 94111

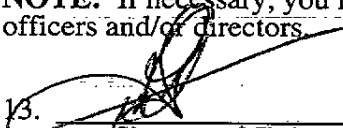
Secretary: Nigel Gaudon

Address: 401 Edgewater Place, Suite 600
Wakefield, MA 01880

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. CFO

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973090679
CONTROL NUMBER : 9324727
DATE INC/AUTH/FILED: 11/03/1993
JURISDICTION : GEORGIA
PRINT DATE : 11/05/1997
FORM NUMBER : 211

COMMS PEOPLE, INC.
KRISTIN
401 EDGEWATER PLACE STE 600
WAKEFIELD MA 01880

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 11:20

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

COMMS PEOPLE, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

