

F98000000/809
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Telemanagement Solutions, Inc.
(Name of corporation - must include suffix)

700002441347--1

Dear Sir or Madam:

-02/26/98--01039--001

*****78.75 *****78.75

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:

Philip A. Graves

(Name of Person)

Telemanagement Solutions, Inc.

(Firm/Company)

118 S. Semoran Blvd.

(Address)

Orlando, FL 32807

(City/State/Zip)

W98-4348

93/31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 8:22

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

Philip Graves
(Name of Person)

at (800) 700 7778
(Area Code & Daytime Telephone Number)

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1998

PHILIP A. GRAVES
TELEMANAGEMENT SOLUTIONS, INC.
118 S. SEMORAN BLVD.
ORLANDO, FL 32807

SUBJECT: TELEMANAGEMENT SOLUTIONS, INC.
Ref. Number: W98000004348

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We have received your document for TELEMANAGEMENT SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

You have submitted the cover page to a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 798A00010950

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 27, 1998

PHILIP A. GRAVES
TELEMANAGEMENT SOLUTIONS, INC.
118 S. SEMORAN BLVD.
ORLANDO, FL 32807

SUBJECT: TELEMANAGEMENT SOLUTIONS, INC.
Ref. Number: W98000004348

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We have received a photocopy of the corporation's articles. This is not the certification that we require. The certificate that we require may be called a certificate of existence or good standing. The original application was returned to you for corrections. Please make the corrections and return the application and the proper certificate to our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 498A00011156

**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. Telemanagement Solutions, 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. Delaware 3. 14-1785228
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 29, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 118 S. Semoran Blvd
Orlando, FL 32807
(Current mailing address)

8. Sales and marketing of different products
(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: Philip A. Graves

Office Address: 118 S. Semoran Blvd.
Orlando, FL, Florida, 32807
(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.

Philip A. Graves, President
(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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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: Philip A. Graves

Address: 5222 Curry Ford Rd, Apt 307
Orlando, FL 32812

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Philip A. Graves

Address: 5222 Curry Ford Rd., Apt 307
Orlando, FL 32812

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. Philip A. Graves

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip A. Graves, President

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEMANAGEMENT SOLUTIONS, INC." 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-THIRD DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEMANAGEMENT SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE TWENTY-THIRD DAY OF MARCH, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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DIVISION OF CORPORATIONS
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2537141 8300

981109378

AUTHENTICATION:

8985255

DATE:

03-23-98