

Law Office of
F98000002798

J. C. O'STEEN

177 SALEM COURT
TALLAHASSEE, FLORIDA 32301

TELEPHONE (850) 877-1028
FAX (850) 877-6514

April 23, 1998

600002497216--2
-05/18/98--01082--001
***1150.00 ***1150.00

600002497216--2
-04/23/98--01001--028
*****78.75 *****78.75

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed for filing are Articles of Amendment of Southern Communications Product, Inc. a Florida corporation. The purpose of the Amendment is to change the name of the corporation to Southern Consulting and Management, Inc.

Also enclosed is a Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida. The application is filed on behalf of Southern Communications Products, Inc., an Arizona corporation.

Checks for the applicable filing fees are enclosed. Your assistance in filing these documents is appreciated.

Sincerely,


J. C. O'Steen

JCO/cdmj

Enclosures

cc: Wallace E. Sapp
Dave M. Gomez

RECEIVED
98 APR 22 PM 4:24
DIVISION OF CORPORATION

Call to ready
877-1028
APR 22 PM 4

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Southern Communications Products, 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:

Dave M. Gomez
(Name of Person)

Streich Lang, P.A.
(Firm/Company)

Renaissance One
Two North Central Avenue
(Address)

Phoenix, Arizona 85004-2391
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:46

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

Dave M. Gomez
(Name of Person)

at (602) 229-5733
(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

April 23, 1998

J.C. O'STEEN
LAW OFFICE OF J.C. O'STEEN
177 SALEM CT.
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN COMMUNICATIONS PRODUCTS, INC.
Ref. Number: W98000009129

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DIVISION OF CORPORATIONS
98 MAY 18 AM 9:46

We have received your document for SOUTHERN COMMUNICATIONS PRODUCTS, 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):

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.)

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: 998A00022086



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1998

J.C. O'STEEN
LAW OFFICE OF J.C. O'STEEN
177 SALEM CT.
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN COMMUNICATIONS PRODUCTS, INC.
Ref. Number: W98000009129

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 \$1150.00.

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

Jennifer Sindt
Document Examiner

Letter Number: 098A00022464

STREICH LANG

A PROFESSIONAL ASSOCIATION

ATTORNEYS

May 13, 1998

VIA U.S. MAIL

Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
98 MAY 18 AM 9:46

DAVE M. GOMEZ

(602) 229-5733

RENAISSANCE ONE

TWO N. CENTRAL AVENUE

PHOENIX, ARIZONA

85004-2391

PHONE (602) 229-5200

FAX (602) 229-5690

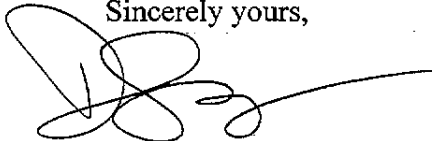
Re: *Southern Communications Products, Inc. - Penalties and Fees*

Dear Ms. Sindt:

On behalf of our client International FiberCom, Inc. (the "Company"), please find enclosed a check in the amount of \$1150 in payment of the civil penalty and the annual fee for 1997 for Southern Communications Products, Inc., a wholly-owned subsidiary of the Company, per your letter number 098A00022464 to the Law Office of J.C. O'Steen. Your reference number as listed in that correspondence is W98000009129.

If you have any questions or require any further information, please feel free to call or fax.

Sincerely yours,



Dave M. Gomez
For the Firm

PHOENIX

TUCSON

LAS VEGAS

DMG
302458-1

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. Southern Communications Products, 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. Arizona 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 12, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/1/97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3615 South 28th Street
Phoenix, Arizona 85040
(Current mailing address)
8. Any and all lawful business for which corporations may be incorporated
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301-2607
(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.

Mary J. Kenny Asst. V.P.
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 P. Kealy

Address: 3615 South 28th Street

Phoenix, Arizona 85040

Vice Chairman: _____

Address: _____

Director: Terry W. Beiriger

Address: 3615 South 28th Street

Phoenix, Arizona 85040

Director: _____

Address: _____

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

President: Wallace E. Sapp

Address: 1940 Highway 71 S

Marianna, Florida 32447

Vice President: _____

Address: _____

Secretary: Terry W. Beiriger

Address: 3615 South 28th Street

Phoenix, Arizona 85040

Treasurer: John M. Hamilton

Address: 1940 Highway 71 S

Marianna, Florida 32447

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Terry W. Beiriger
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terry W. Beiriger, Director and Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:46

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 9:46

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****SOUTHERN COMMUNICATIONS PRODUCTS, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on September 12, 1997.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 17th day of April, 1998, A. D.



Jack Rose

Executive Secretary

BY: *[Signature]*