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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

600002529436--8  
-05/19/98--01077--003  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: MGI Communications, 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:

Tina Leland  
(Name of Person)

Unisearch, Inc.  
(Firm/Company)

101 Capitol Way North, Suite 202  
(Address)

Olympia, WA 98501-1077  
(City/State/Zip)

AL

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 19 AM 9:31

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

Tina Leland at ( 360 ) 956-9500  
(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

# FILE REQUEST

May 18, 1998



Secretary of State of Florida  
Qualification/Tax Lien Section  
Division of Corporations  
409 E Gaines Street  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Type of Filing:	Foreign Qualification
Subject:	MGI Communications, Inc.
Form(s) Enclosed:	Application by Foreign Corporation for Authorization to Transact Business in Florida
Supporting Document(s):	Certificate of Existence/Good Standing from Massachusetts
Check(s) Enclosed:	Check No. 3040 - \$122.50
Return Via:	Federal Express - Airbill and Envelope Enclosed Herewith
Filing Method:	Expedited if possible please

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**Please return to:**

**Tina Leland  
Unisearch, Inc.  
101 Capitol Way N., Suite 202  
Olympia, WA 98501-1077  
800-722-0708  
Fax: 800-531-1717**

*Thank you!*

**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. MGI Communications, 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. Massachusetts  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. September 21, 1994  
(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. 328 Commonwealth Avenue  
Boston, MA 02115  
(Current mailing address)
8. To buy, sell, own, manage and/or broker telephone and communications 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: NRAI Services, Inc.

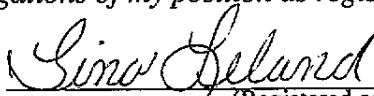
Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32307  
(Zip Code)

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TALLAHASSEE, FLORIDA

**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.*

  
Tina Leland

(Registered agent's signature)

Asst. Sec. for NRAI Services, Inc.

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: \_\_\_\_\_

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

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

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

Director: Gary Cronin

Address: 40182 US Highway 19 North

Tarpon Springs, FL 34689

Director: Kelly Cronin

Address: 40182 US Highway 19 North

Tarpon Springs, FL 34689

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

President: Gary Cronin

Address: 40182 US Highway 19 North

Tarpon Springs, FL 34689

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

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

Secretary: Kelly Cronin

Address: 40182 US Highway 19 North

Tarpon Springs, FL 34689

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. Gary Cronin, President and Director

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

May 13, 1998

TO WHOM IT MAY CONCERN:

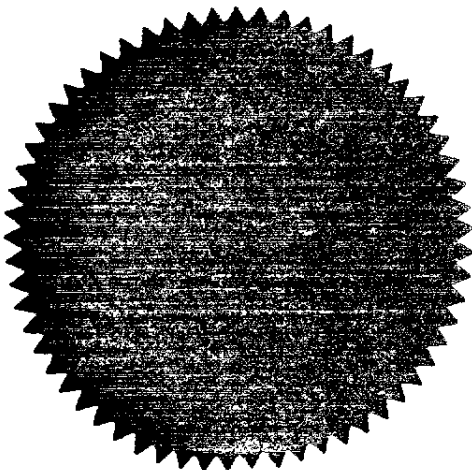
I hereby certify that according to the records of this office

**MGI Communications, Inc.**

is a domestic corporation organized on **September 22, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

NEM

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.