

Document Number Only

**F98000003022**

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002539240--8

-05/28/98--01067--006

\*\*\*\*122.50 \*\*\*\*122.50

7/5/28  
98 MAY 28 PM 1:45  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*American Metro Comm Corporation Fla*  
*American Metro Comm Corporation of Delaware*

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| <input checked="" type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                                | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company                | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign                       | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership                      | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Reinstatement                            | <input type="checkbox"/> CUS                    |   |
| <input checked="" type="checkbox"/> Limited Liability Partnership |   |   |
| <input checked="" type="checkbox"/> Certified Copy                |   |   |
| <input type="checkbox"/> Call When Ready                          | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                       | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                                 |   |   |

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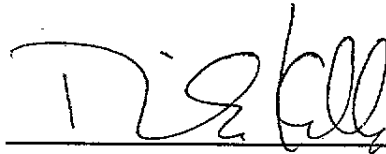
Thanks, Melanie ☺

CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS  
OF AMERICAN METROCOMM CORPORATION

I, the undersigned, Dennis E. Kelly, do hereby certify that this Resolution of the Board of Directors of American MetroComm Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on May 14, 1998.

RESOLVED, that American MetroComm Corporation, organized and existing in the State of Delaware, hereby adopts the name American MetroComm Corporation of Delaware for use in Florida.

DATE: May 14, 1998

  
\_\_\_\_\_  
Dennis E. Kelly, ~~Executive Vice~~  
President and Secretary

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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. American MetroComm Corporation

(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

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

3. 13-3999785

(FEI number, if applicable)

4. September 10, 1997

(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 817.156, F.S.))

7. 1615 Poydras, Suite 1050, New Orleans, Louisiana 70112

(Current mailing address)

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8. See attached purpose clause

(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:

Name: Robert E. Yaw II

Office Address: 227 St. James Park, Osprey, Florida 34229

Osprey, Florida, 34229  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

  
(Registered agent's signature) (Officer)

Robert E. Yaw II, Chairman & Chief Executive Officer

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Robert E. Yaw, II

Address: 227 St. James Park

Osprey, Florida 34229

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

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

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

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

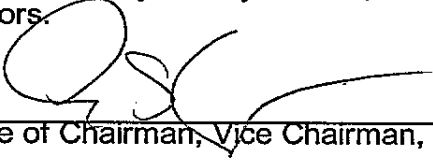
Secretary: \_\_\_\_\_

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. Gary S. George, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
American MetroComm Corporation**

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The business of the Corporation shall be solely to develop, acquire, own, operate, lease, mortgage and/or sell property for or related to the carriage, transmission and/or processing of telecommunications, data, cable services or other intelligence by telegraph, telephone or other system of transmitting of intelligence and to do any and all things necessary or incidental to any of the foregoing to carry out and further the business of the Corporation as contemplated herein.

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APPENDIX TO FLORIDA  
APPLICATION BY FGN. CORP. FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

**DIRECTORS OF  
AMERICAN METROCOMM CORPORATION**

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1. Robert E. Yaw, II Chairman\*  
227 St. James Park  
Osprey, Florida 34229
2. William Weinhofer  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112
3. John Haven Chapman  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112
4. Gary S. George  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
American MetroComm Corporation**

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1. Robert E. Yaw, II, Chief Executive Officer  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112
2. Gary S. George, President  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112
3. Dennis E. Kelly, Executive Vice President  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112
4. Dennis E. Kelly, Secretary  
1615 Poydras Street, Suite 1050  
New Orleans, Louisiana 70112

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*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN METROCOMM CORPORATION" 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 FOURTEENTH DAY OF MAY, A.D. 1998.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9080631

DATE:

05-14-98