

F980000003191



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 843860 4306747

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 843860-015

CUSTOMER NO: 4306747

CUSTOMER: Mr. Christopher Kawa
Honigman Miller Schwartz And
2290 First National Building
660 Woodward Street
Detroit, MI 48226

500002549225--2

FOREIGN FILINGS

NAME: PARKLINK COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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98 JUN -5 PM 1:33
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION
6/5

**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. Parklink 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of this Application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1530 Eisenhower Place, Ann Arbor, Michigan 48108-3284

(Current mailing address)

8. See attached Rider.
(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)**

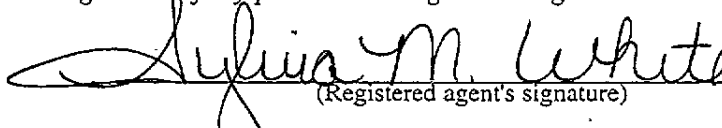
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.


(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Clinton Walker, Acting Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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RIDER TO FLORIDA APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR PARKLINK COMMUNICATIONS, INC.

8. Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida:

To provide telecommunication services to academic institutions.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director	James A. Kofalt	50209 Manly Chapel Hill, NC 27514
Director	Robert I. Schwartz	12 Eastover Road Stamford, CT 06905
Director	Joseph J. Golden	1530 Eisenhower Place Ann Arbor, MI 48108
Director	Abbott L. Brown	150 El Camino Drive, Suite 204 Beverly Hills, CA 90212
Director	Frank R. Kline	1170 San Vicente Blvd. Suite 300 Los Angeles, CA 90040
Director	Barry Porter	150 El Camino Drive, Suite 204 Beverly Hills, CA 90212
Director	Michael R. Steed	111 Massachusetts Ave., N.W. Washington, D.C. 20001
Director	Gary Winnick	150 El Camino Drive, Suite 204 Beverly Hills, CA 90212
Director	Lodwick Cook	150 El Camino Drive, Suite 204 Beverly Hills, CA 90212

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B. OFFICERS

Chairman of the Board	James A. Kofalt	50209 Manly Chapel Hill, NC 27514
President	Robert I. Schwartz	12 Eastover Road Stamford, CT 06905
Chief Executive Officer	Joseph J. Golden	1530 Eisenhower Place Ann Arbor, MI 48108
Chief Operating Officer Secretary and Treasurer	Stephen Mayo	1530 Eisenhower Place Ann Arbor, MI 48108
Chief Financial Officer	Clinton Walker	1530 Eisenhower Place Ann Arbor, MI 48108
Vice President - Sales & Marketing	Richard Cunningham	1530 Eisenhower Place Ann Arbor, MI 48108

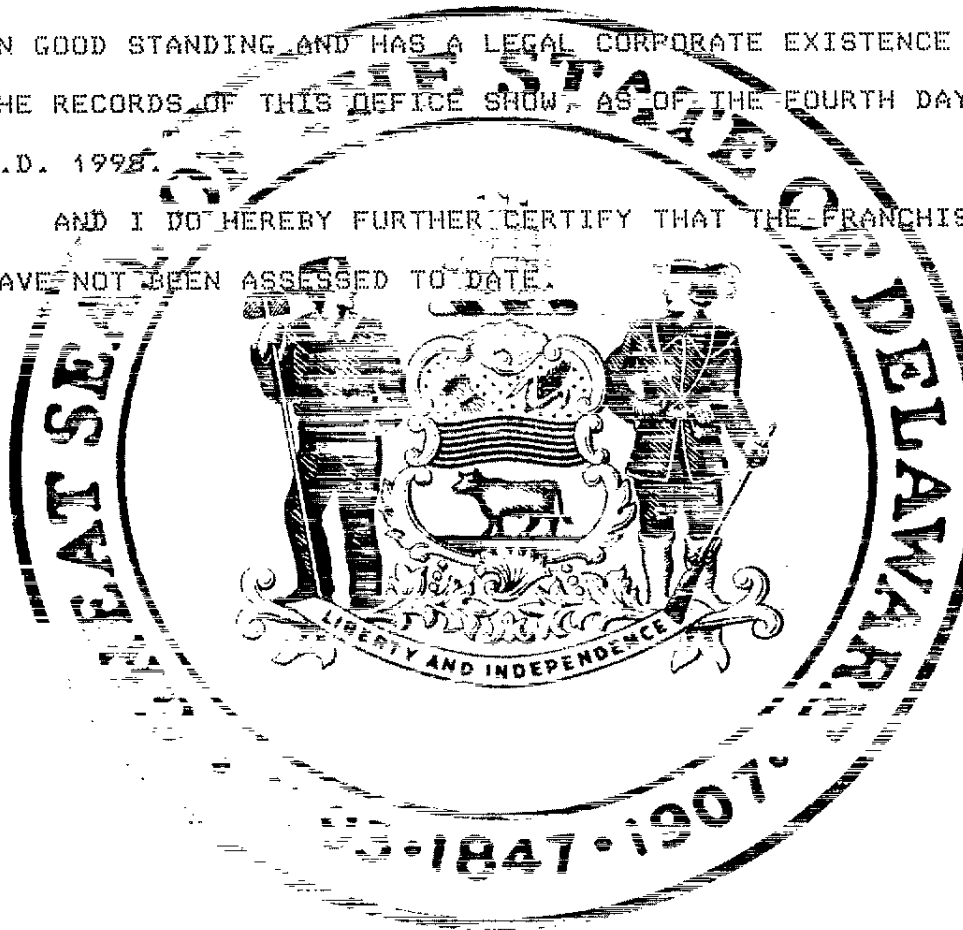
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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARKLINK COMMUNICATIONS, 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 FOURTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN -5 PM 1:33

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9120793

DATE:

06-04-98