

CSC **THE UNITED STATES CORPORATION**
G M P A T

E980000003352

ACCOUNT NO. : 072100000032

REFERENCE : 845352 81367A

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 845352-015

CUSTOMER NO: 81367A

CUSTOMER: Ms. Karen Fornash
Eugene Kennedy, P.a.

517 Southwest First Avenue
Fort Lauderdale, FL 33301

900002558179--5

FOREIGN FILINGS

NAME: COMPASS 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: Janna Wilson

RECEIVED
98 JUN 12 AM 10:38
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA
FILED
6/12

[Handwritten signature]

Compass Communications, Inc. a Florida Corporation
32 N. Sewalls Point Road
Stuart, Florida 34996

Tel: (561) 221-9188

Fax: (561) 221-9424

June 9, 1998

Secretary of State,
Division of Corporations
State of Florida
Division of Corporations
Post Office Box 6367
Tallahassee, FL 32314

FILED
98 JUN 12 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Consent to Transfer and Relinquishment of Corporate name.

Gentlemen:

This is to confirm that Compass Communications, Inc., a Florida corporation, document Number: P970000009801 hereby relinquishes its name, "Compass Communications, Inc.", and consents to transfer of its name to Compass Communications, Inc., a Georgia corporation, for purposes of such Georgia corporation's application for authorization to do business in Florida as a foreign corporation under its name, "Compass Communications, Inc."

For its part Compass Communications, Inc., a Florida corporation, has amended its Florida Articles of Incorporation to change its name from Compass Communications, Inc. to Branning Communications, Inc. in order to permit transfer of the name "Compass Communications, Inc." from itself to the Georgia corporation at this time.

The undersigned accordingly, on behalf of Compass Communications, Inc., a Florida corporation, hereby consents to transfer of its name "Compass Communications, Inc." to Compass Communications, Inc., an existing Georgia corporation. The Georgia corporation has simultaneously filed for authorization to do business in Florida as a foreign corporation under its name, Compass Communications, Inc. now transferred to it by consent, as indicated above.

The within consent is issued specifically to enable Compass Communications, Inc., the Georgia corporation, to do business in Florida as a Georgia corporation with and under the name "Compass Communication, Inc.". The undersigned officer of Compass Communications, Inc., a Florida corporation is duly authorized to grant and issue, and does grant and issue, this consent to transfer of its name to the Georgia corporation, Compass Communications, Inc., at this time.

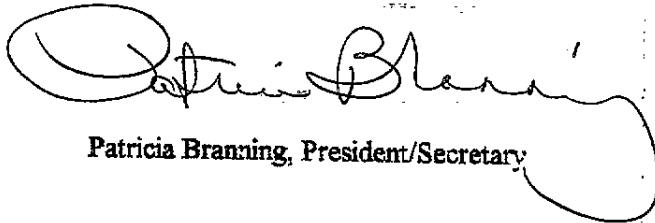
Secretary of State

June 8, 1998

Page 2

Your kind consideration and extended courtesies in receiving and accepting this consent to transfer of corporate name will be greatly appreciated. Unfortunately, inherent in a transaction such as this, confusion is highly likely. Should any of the foregoing be unclear in any way, please contact the undersigned or counsel for the Georgia corporation, Eugene Michael Kennedy, Esq. who can be reached at (954) 524-4155.

Yours truly,

A handwritten signature in cursive script, appearing to read "Patricia Branning". The signature is written in dark ink and is positioned above the printed name.

Patricia Branning, President/Secretary

**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. COMPASS 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. GEORGIA 3. 58-2106693
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 7, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida (SEE SECTIONS 607/1501, 607.1502 AND 817.1503))

7. 1335 OLD NORCROSS ROAD, LAWRENCEVILLE, GEORGIA 30245
(Current mailing address)

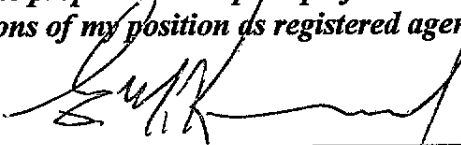
8. COMMUNICATION OUTSIDE PLANT CONSTRUCTION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Eugene Michael Kennedy, Esq.
Office Address: 517 Southwest First Avenue
Ft. Lauderdale, Florida, 33301
(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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98 JUN 12 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Glenn Shaffren

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

Vice Chairman: N/A

Address: _____

Director: Dan Himes

Address: 7295 Southwest 140th Terrace, Miami, Florida 33158

Director: John Naybor

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

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

President: Glenn Shaffren

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

Vice-President: Eugene M. Kennedy

Address: 517 Southwest 1st Avenue, Ft. Lauderdale, Florida 33301

Vice-President : John Naybor

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

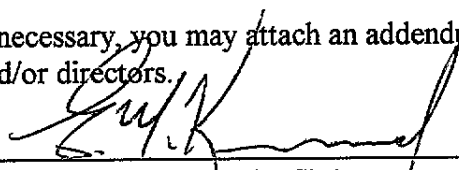
Secretary: Dale Nielsen

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

Treasurer: Dale Nielsen

Address: 1335 Old Norcross Road, Lawrenceville, Georgia 30204

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

13. 
(Signature of Chairman, Vice Chairman, for any officer listed in number 12 of the application)

14. Eugene M. Kennedy, Vice-President/General Counsel
(Typed or printed name and capacity of person signing application)

FILED
98 JUN 12 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981620557
CONTROL NUMBER : 9403841
DATE INC/AUTH/FILED: 02/07/1994
JURISDICTION : GEORGIA
PRINT DATE : 06/11/1998
FORM NUMBER : 211

CSC
LISA WILLIAMS
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia do hereby certify under the seal of my office that

COMPASS COMMUNICATIONS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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98 JUN 12 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA