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CT Corporation Sys	tem			
Requestor's Name 660 East Tefferson	Street			
Address Tallahassee, FL 32	310 222-1092		98 JUN 29 SECRETAR TALLAHASS	
City State Zip	Phone		ANA 28	
CORPOR	ATION(S) NAME		PH PH	1 2
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				6/29
NorCross le	eleservices, Inc		0000257475 -06/29/98- <u>-0106</u> 4	15 007
			***** 70.00 ***	**70.00
Profit () NonProfit	() Amendr	nent	() Merger	
Foreign	() Dissoluti	on/Withdrawal	() Limited Liabili	ty Company
() Limited Partnership () Reinstatement () Fictitious Name	() Annual F () Name Reg () UCC-1 Fi	ristration	() Other () Change of R.A. ent() UCC-3 Filing	
() Certified Copy	() Photo C		() CUS	•
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W.P. Verifier	·		# 60 T	

CR2E031 (1-89)

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:

	NorCross Teleservices 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. 58-2258548
	(State or country under the law of which it is incorporated) (FEI number, if applicable)
4.	September 10, 1996 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6.	April 13, 1998 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7.	3535 Piedmont Road, NE, Atlanta, Georgia 30305 Piedmont Road, NE, Atlanta, Georgia Road, NE, Atl
	(Current mailing address)
	to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Name and street address of Florida registered agent:
•	Name: C T Corporation System
	c/o C T Corporation System, 1200 South Pine Office Address: Island Road
	Plantation , Florida, 33324 (Zip Code)
H d	O. Registered agent acceptance: laving been named as registered agent and to accept service of process for the above stated corporation at the place esignated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I wither 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. C. T. Corporation System (Registered agent's signature) (Officer) JENNIFER F. AULTMAN ASSISTANT SECRETARY

(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: See attached list of directors	
	Address:	
	Vice Chairman: See attached list of directors	
	Address:	
	Director: See attached list of directors	
	Address:	TALLI T
		29 T
	Director:	The second secon
	Address:	
В.	OFFICERS	A DE
υ.	President: See attached list of officers	
	Address:	
	Vice President:	
	Address:	· .
	0	
	Secretary:	
	Address:	· · · · · · · · · · · · · · · · · · ·

Treasurer:	
Address:	
NOTE: If necessary, y and/or directors.	ou may attach an addendum to the application listing additional officers
13. Naukuv (Signature of Chairn application)	1 Nice Chairman, or any officer listed in number 12 of the
14. Mark H. Hain, Seco	me and capacity of person signing application)

98 JUN 29 PM 1: 59
SECRETAN CONSTATE
TALLAHASSEE FLORIDA

NorCross Teleservices, Inc.

BOARD OF DIRECTORS:

Howard L. Wolk, Chairman C. Douglas Miller Larry J. Bryan Tom Vadnais Jeffrey C. Wolk Thomas P. Graham

OFFICERS:

Sidney Wolk, President and Assistant Secretary 4040 Mystic Valley Parkway Boston, Massachusetts 02155

William K. Parker, Chief Operating Officer 3535 Piedmont Road, NE Atlanta, Georgia 30305

Dea Harrington, Senior Vice President of Operations 4040 Mystic Valley Parkway Boston, Massachusetts 02155

Larry J. Bryan, Vice President and Treasurer 3535 Piedmont Road, NE Atlanta, Georgia 30305

Mark H. Hain, Secretary 3535 Piedmont Road, NE Atlanta, Georgia 30305

Ted Wolk, Assistant Secretary 4040 Mystic Valley Parkway Boston, Massachusetts 02155

Howard Wolk, Assistant Secretary 4040 Mystic Valley Parkway Boston, Massachusetts 02155

Jeffrey Wolk, Assistant Secretary 4040 Mystic Valley Parkway Boston, Massachusetts 02155



Tom Vadnais, Assistant Secretary 3535 Piedmont Road, NE Atlanta, Georgia 30305

Tom Graham, Assistant Treasurer 4040 Mystic Valley Parkway Boston, Massachusetts 02155

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SECRETARY SE STATE

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "NORCROSS TELESERVICES 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 SEVENTEENTH DAY OF JUNE,

A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

9143829

DATE: