



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 753352 4347054

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 24, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 753352-010

CUSTOMER NO: 4347054

CUSTOMER: Ms. Kate Rudnick  
Brobeck, Phleger & Harrison  
550 South Hope Street

Los Angeles, CA 900712604

FOREIGN FILINGS

NAME: VIEW TECH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

98 SEP -8 AM 9:05

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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W98-6905

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98 MAR 27 PM 1:26  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 25, 1998

ROBERT G HATFIELD  
3760 CALLE TECATE STE A  
CAMARILLO, CA 93012

SUBJECT: VIEW TECH, INC.  
Ref. Number: W98000006905

**CERTIFIED MAIL #Z 311 649 508 RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of VIEW TECH, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by VIEW TECH, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$2315.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 198A00043938

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98 SEP - 8 AM 9:05



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 11, 1998

ROBERT G HATFIELD  
3760 CALLE TECATE, SUITE A  
CAMARILLO, CA 93012

SUBJECT: VIEW TECH, INC.  
Ref. Number: W98000006905

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for VIEW TECH, INC..

The referenced application states that the corporation has transacted business in the State of Florida since September 1, 1996. You were notified by letter dated March 27, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2315.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays  
Document Specialist      Letter No. 298A00032785

Enclosure

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98 SEP -8 AM 9:05



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 27, 1998

CSC

SUBJECT: VIEW TECH, INC.  
Ref. Number: W98000006905

We have received your document for VIEW TECH, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2315.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 898A00016630

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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. VIEW TECH, 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  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. October 8, 1996  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3760 Calle Tecate, Suite A  
Camarillo, CA 93012  
(Current mailing address)
8. Single-source provider of voice, video & data equipment, network services & bundled communication solutions for business customers nationwide.  
(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.*

Patricia Pignato

(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.

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: Paul O'Brien

Address: Two International Place, 23rd floor Boston, MA 02110

Vice Chairman: N/A

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

Director: Robert LeDuc

Address: 26 Thorn Oak Rd.

Trabuco Canyon, CA 92679

Director: Calvin Carrera

Address: 3760 Calle Tecate, Suite A

Camarillo, CA 93012

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

SEE ATTACHED FOR ADDITIONAL  
DIRECTORS

President: Franklin A. Reece, III

Address: 745 Atlantic Avenue, 9th floor

Boston, MA 02111-2747

Sr. Vice President: David A. Kaplan

Address: 745 Atlantic Avenue, 9th floor

Boston, MA 02111-2747

Secretary: David A. Kaplan

Address: 745 Atlantic Avenue, 9th floor

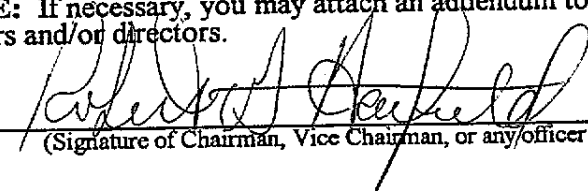
Boston, MA 02111-2747

Treasurer: David A. Kaplan

Address: 745 Atlantic Avenue, 9th floor

Boston, MA 02111-2747

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. Robert G. Hatfield, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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### Qualification for Foreign Corporation -- Florida

Names & addresses of additional current directors and officers of the foreign corporation:

Name	Title	Address
Franklin A. Reece, III	President, Director	745 Atlantic Ave., 9th floor Boston, MA 02111-2747
David A. Kaplan	Sr. Vice President, Finance & Operations; Secretary	745 Atlantic Ave., 9th floor Boston, MA 02111-2747
Robert G. Hatfield	Chief Executive Officer	3760 Calle Tecate, Suite A Camarillo, CA 93012
William Shea	Director	159 Bear Hill Road. North Andover, MA 01845
David Millet	Director	55 William Street Wellesley, MA 02181

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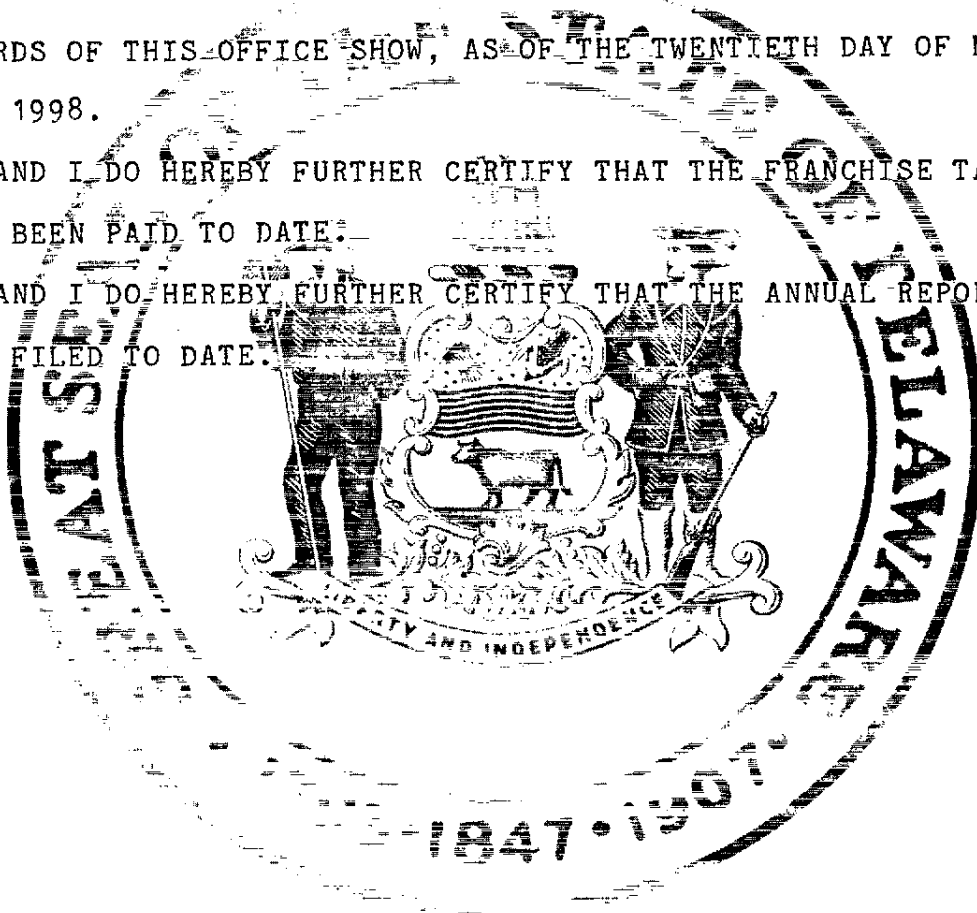
*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIEW TECH, 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 TWENTIETH DAY OF MARCH, A.D. 1998.

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

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8983381

DATE: 03-20-98