

F9 8000005850

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100002667831--7
-10/20/98--01034--001
*****70.00 *****70.00

SUBJECT: SPEER COMMUNICATIONS VIRTUAL MEDIA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sue Brodtmann
(Name of Person)
Unisearch, Inc.
(Firm/Company)
1295 Bandana Blvd. N, Suite 300
(Address)
St. Paul, MN 55108
(City, State and Zip Code)

FILED
98 OCT 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Sue Brodtmann at (800) 227 - 1256
(Name of Person) Area Code & Daytime Telephone Number

10/20/98

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILING REQUEST

October 16, 1998

SECRETARY OF STATE
CORPORATION DIVISION
409 E GAINES STREET
TALLAHASSEE, FL 32399



Type of Filing:	QUALIFICATION
Subject(s):	SPEER COMMUNICATIONS VIRTUAL MEDIA, INC.
Form(s) Enclosed:	APPLICATION BY FOREIGN CORPORATION TRANSMITTAL LETTER
Supporting Document(s):	CERTIFICATE OF GOOD STANDING
Check Enclosed:	CHECK #2277 FOR \$70.00
Return Via:	PRIORITY MAIL (ENCLOSED)
Filing Method:	ROUTINE

FILED
98 OCT 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN TO: Unisearch, Inc.
1295 Bandana Blvd. N, Suite 300
St. Paul, MN 55108

Please call me at **1-800-227-1256** if there are any questions.

Thank you!
Sue Brodtmann

**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. SPEER COMMUNICATIONS VIRTUAL MEDIA, 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. 7-15-98
(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 817.155, F.S.))
7. 3201 Dickerson Pike, Nashville, TN 37207

(Current mailing address)
8. telecommunication services
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(Zip Code)

FILED
98 OCT 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Shirley Blodtman

(Registered agent's signature) Asst. Secretary

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: SEE ATTACHED ADDENDUM

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: SEE ATTACHED ADDENDUM

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. Lee Provow, President
(Typed or printed name and capacity of person signing application)

FILED
98 OCT 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Addendum

SPEER COMMUNICATIONS VIRTUAL MEDIA, INC.

Officers and Directors List

Officers:

President: Lee Provow, 3201 Dickerson Pike, Nashville, TN 37207
Vice President: Frank Gruber, 3201 Dickerson Pike, Nashville, TN 37207
Secretary: Frank Gruber, 3201 Dickerson Pike, Nashville, TN 37207

Directors:

Lee Provow 3201 Dickerson Pike, Nashville, TN 37207
Frank Gruber 3201 Dickerson Pike, Nashville, TN 37207

FILED
98 OCT 20 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

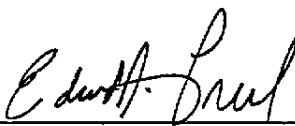
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPEER COMMUNICATIONS VIRTUAL MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPEER COMMUNICATIONS VIRTUAL MEDIA, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JULY, A.D. 1998.

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

FILED
98 OCT 20 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2921099 8300
981361528

AUTHENTICATION: 9307576
DATE: 09-17-98