

F980000005900

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002669123--5

-10/21/98--01035--018

*****70.00 *****70.00

W98-23910

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 2:48

Tocom, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/21/98

PLEASE RETURN EXTRA COPY
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THANKS
JOEY

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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98 OCT 22 PM 2:23

DIVISION OF CORPORATIONS

Walk to
Pick up

10/22/98

please back date

October 21, 1998

C T CORP

SUBJECT: IOCOM, INC.
Ref. Number: W98000023910

We have received your document for IOCOM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Michael Mays
Document Specialist

Letter Number: 398A00051963

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SERVICEMARK AND TRADEMARK ASSIGNMENT

SERVICEMARK AND TRADEMARK ASSIGNMENT (this "Agreement"), dated as of July 2, 1998, by and between Answerphone of Florida, Inc. d/b/a IOCOM, a Florida corporation ("Assignor"), and Protocol Acquisition Sub 1, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor, Assignee, Protocol Holdings, Inc. and Judith M. Molitor, as trustee of the Amended and Restated Judith M. Molitor Family Trust w/a/d 10/15/87, Donald N. Molitor, as trustee of the Amended and Restated Donald N. Molitor Family Trust w/a/d 10/15/87 and D. Scott Molitor have entered into an Asset Purchase Agreement, dated as of July 2, 1998 (the "Purchase Agreement"), pursuant to which certain assets and liabilities are to be transferred to Assignee

NOW, THEREFORE, the Assignor and the Assignee, pursuant to the Purchase Agreement, and for good and valuable consideration, receipt of which is hereby acknowledged, do hereby agree as follows. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Purchase Agreement.

Assignor hereby sells, assigns and transfers to Assignee, and Assignee hereby accepts, the entire right, title and interest in and to the following servicemarks and trademarks and the respective registrations thereof as follows:

<u>MARK</u>	<u>CLASS</u>	<u>REGISTRATION #</u>	<u>DATE</u>
IOCOM with design	35, 38, 39	U.S. 2,052,197	4/15/97
IOCOM	36	FL T95000000717	6/1/95

including, without limitation, the goodwill of the business symbolized by each thereof, and all rights of action accrued and to accrue under and by virtue hereof, coupled with the right to sue and recover for past infringements of said service marks and trademarks.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed as of the date first set forth above.

ANSWERPHONE OF FLORIDA, INC. d/b/a IOCOM

By: [Signature]
Name: D. Scott Molitor
Title: President


PROTOCOL ACQUISITION SUB 1, INC.

By: [Signature]
Name: Stephen McLean
Title: President

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TINNS

State of FLORIDA)
) ss.
 County of Brevard)

On this 22nd day of July 1998, before me personally came D. Scott Molitor, to me known, who, being by me duly sworn, did depose and say that he is the President of Answerphone of Florida, Inc. d/b/a IOCOM, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto as such officer.


 Notary Public

State of NEW YORK)
) ss.
 County of NEW YORK)



OFFICIAL SEAL
 ALBERT D. CELIO
 My Commission Expires
 March 18, 2001
 Comm. No. CC 821489

On this 19th day of July 1998, before me personally came Stephen McLean, to me known, who, being by me duly sworn, did depose and say that he is the President of Protocol Acquisition Systems, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto as such officer.


 Notary Public

JOAN KATZ
 NOTARY PUBLIC, State of New York
 No. 24-4541561
 Qualified in Kings County
 Commission Expires 11-30-99

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. IOCOM, 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. 043428278
(FEI number, if applicable)
4. July 7, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Expected July 15th, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2195 Ringling Blvd.
Sarasota, FL 34236
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(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:
Name: CT CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

CT CORPORATION SYSTEM
Charles W. Meyer
(Registered agent's signature) (Officer)
CHARLES W. MEYER
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

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

Chairman: Richard F. Gaccione

Address: 430 Orieta Avenue
Mamaroneck, NY 10543

Vice Chairman: None

Address: _____

Director: Kevin N. Blayne

Address: 5151 Isla Key Boulevard
St. Petersburg, FL 33715

Director: Jerry D. Lewis

Address: 7245 Midnight Pass Road
Sarasota, FL 34242

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

President: Stephen G. McLean

Address: 2915 Pass-a-Grille Way
St. Pete Beach, FL 33706

Vice President: D. Scott Molitor

Address: 625 Florida Ave.
Cocoa, FL 32922

Secretary: Raymond P. Wilson

Address: 10 Gelding Road
Chelmsford, MA 01824

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Treasurer: Raymond P. Wilson

Address: 10 Gelding Road

Chelmsford, MA 01824

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

13.

Richard F. Gaccione
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

RICHARD F. GACCIONE - CHAIRMAN
(Typed or printed name and capacity of person signing application)

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ADDENDUM A
FOR DIRECTORS (CONTINUED)

Director: Stephen G. McLean

Address: 2915 Pass-a-Gille Way

St. Pete Beach, FL 33706

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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 "IOCOM, 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9364272

DATE: 10-21-98