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Requestor's Name 660 East Jefferson S	treet			
Address Tallahassee, FL 323	01	31	00002669 1089,12,01-	L23555
City State Zip	Phone		*****70.00	******7().()()
CORPORATIO	N(S) NAME		W98-	23910
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Name Availability Document Examiner	10/21/98	. PLEASI	E RETURN EXTRA CO FILE STAMPED THANKS	PY(\$).
Updater Verifler	·			SHIP TO
Acknowledgment				
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CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE Soldra R. Mortham 98 DCT 22 PM 2: 23

Secretary of State

DIVISION OF CORPOPATION 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 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

SERVICEMARK AND TRADEMARK ASSIGNMENT

SERVICEMARK AND TRADEMARK ASSIGNMENT (this "Agreement"), dated as of July 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 of the Amended and Restated Donald N. Molitor Family Trust w/a/d 10/15/87 and D. Scott Molitor have of the Asset Purchase Agreement, dated as of July 2, 1998 (the "Purchase Agreement"), pursuant 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 Assignce, and Assignce hereby accepts, the entire right, title and interest in and to the following servicemarks and trademarks and the respective registrations thereof as follows:

MARK	CLASS	REGISTRATION #	DATE	
IOCOM with design	35, 38, 39	U.S. 2,052,197	4/15/97	t 18€68 98 0C1
юсом	36	FL T95000000717	6/1/95	21 B

including, without limitation, the goodwill of the business symbolized by each thereof, and all nights action accrued and to accrue under and by virtue hereof, coupled with the right to sue and recover for the 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/2 IOCOM

Name: D. Scott Molitor

Title President

PROTOCOL ACQUISITION SUB 1, INC.

Name: Stephen McLea

Title: President

State of FLOUDA)) ss.)
County of Brevard	

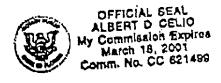
On this day of July 1998, before me personally came D. Scott Molitor, to me known, who, being by me duly sworn, did depose and say that he is the President of Answerphone of Florida, Inc. db/a IOCOM, the corporation described in and which executed the foregoing instrument, and that he signed his name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

Notary Public

State of NEW YORK)

State of NEW YORK)

County of NEW YORK)



On this 11th day of July 1998, before me personally came Stephen McLean, to me known who, being by me duly swom, did depose and say that he is the President of Protocol Acquisition SW 1.46, the corporation described in and which executed the foregoing instrument; and that he signed has named thereto as such officer

Notary Public

NOAN KATZ NOTARY PUBLIC, State of Now York No. 24-4641561

Commission Expires 11-30-9

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.

	IOCOM, Inc.	
1.	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or word abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural per or partnership if not so contained in the name at present.)	is or rson
2	Delaware 3 043428278	 .
	(State or country under the law of which it is incorporated) (FEI number, if applicat	ole)
4.	July 7, 1998 5 Perpetual (Date of incorporation) 5 (Duration: Year corp. will cease to exist or "perpetual corp."	31")
6.	Expected July 15th, 1998 (Date first transacted business in Florida. (See sections 807.1501, 607.1502, and 817.155, F.S.)	SECRETA SECRETA
7.	2195 Ringling Blvd.	RYFE
	Sarasota, FL 34236	: 5년 5년 1년 5년 1년 5년
	Sarasota, FL 34236 (Current mailing address)	ATE OF
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)	
F	10. Registered agent acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the service of process for the above stated corporation at the designated in this application. I hereby accept the appointment as registered agent and agree to act in this calculates the service of the proper and complete performance of the proper and complete performance of the service of the properties of the properties and the service of the properties of the service of	
	CT CORPORATION SYSTEM	
	(Registered agent's signature) (Officer)	
	CHARLES W. MEYER SPECIAL ASST. SECRETARY	
	(Type Name and Title of Officer)	

- TEL NO: 1 (212) 247-2882
- 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. DI	RECTORS	(Street address	only - P.O.	Box NOT	`acceptable)
-------	---------	-----------------	-------------	---------	--------------

Chair	man: Richard F. Gaccione
Addre	eşs: <u>430 Orieta Avenue</u>
	Mamaroneck, NY 10543
Vice (Chairman: None
Addre	9\$S:
Direc	ior Kevin N. Blayne
	955: 5151 Isla Key Boulevard
Addit	St. Petersburg, FL 33715
Direc	for Jerry D. Lewis
Addre	ess: 7245 Midnight Pass Road
	Sarasota, FL 34242
B. OFFICERS	(Street address only - P.O. Box NOT acceptable)
Presi	dent: Stephen G. McLean
Addr	ess: 2915 Pass-a-Grille Way
	St. Pete Beach, FT. 33706
Vice	President: D. Scott Molitor
Addr	ess. 625 Florida Ave.
	Cocoa, FL 32922
Secr	etary Raymond P. Wilson
Addr	ess:10 Gelding Road
	Chelmsford, MA 01824

18:15 JUN 30, 1998 ID: CT CC		#13037 PAGE: 9/
Treasurer:	Raymond P. Wilson	
Address: _	10 Gelding Road	<u> </u>
and/or directors.	Chelmsford, MA 01824 u may attach an addendum to the application li	
(Signature of Chairm	an, Vice Chairman, or any officer listed in home	
ρ	me and capacity of person signing application)	<u>v</u>

JUL 08 '98 12:52PM HERTZOG, CALAMARI&GLEASON

P.9 #13037 PAGE: 9/10

ADDENDUM A FOR DIRECTORS (CONTINUED)

Director: Stephen G. McLean

Address: 2915 Pass-a-Gille Way

St. Pete Beach, FL 33706

DIVIECRETARY OF STATEMS

State of Delaware

Office of the Secretary of State

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

DELAWARE, DO HEREBY CERTIFY "IOCOM, INC." IS DULY INCORPORATED

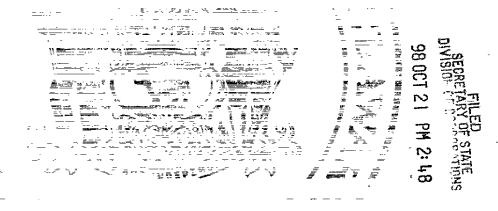
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING

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.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9364272

PAGE

DATE:

10-21-98

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