

F980000005985



ACCOUNT NO. : 072100000032

REFERENCE : 973625 101998A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : September 24, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 973625-010

CUSTOMER NO: 101998A

CUSTOMER: Ms. Kelly Robinson
Nash & Company
Suite 700
11 Stanwix Street
Pittsburgh, PA 15222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 11:23

mtu
10/28

FOREIGN FILINGS

800002674188-6

NAME: TELE-TRACKING TECHNOLOGIES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
98 OCT 28 AM 10:40
DIVISION OF CORPORATIONS

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. TELE-TRACKING TECHNOLOGIES, 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. PENNSYLVANIA 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 29, 1998 5. PERPETUAL
(Date of Incorporation) (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. THE TIMES BUILDING, 7TH FLOOR, 336 FOURTH AVENUE, PITTSBURGH PA 15222
(Current mailing address)

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8. DEVELOP, MARKET, SELL, AND DISTRIBUTE COMPUTER HARDWARE AND SOFTWARE WITH INTERACTIVE
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) VOICE RESPONSE TECHNOLOGY
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.

By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

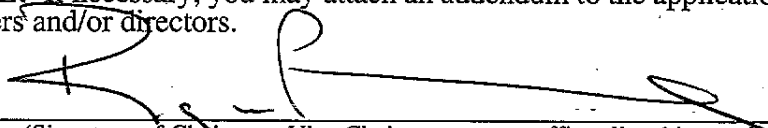
Address: _____

Treasurer: _____

Address: _____

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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. RAYMOND M. POWELL CHIEF OPERATING OFFICER
(Typed or printed name and capacity of person signing application)

OFFICERS:

GENE NACEY, CEO AND PRESIDENT
1140 COPELAND ROAD
LEECHBURG PA 15656

RAYMOND POWELL, COO
332 MEADOW LANE
SEWICKLEY, PA 15143

KIMBERLY G. ROBERTS, SECRETARY
207 FOREST EDGE DRIVE
SEWICKLEY PA 15143

ANDREW IRLBACHER, TREASURER
711 HIGHPOINT DRIVE
WEXFORD, PA 15090

DIRECTORS:

DAVID GUR
1815 TRIMONT
ONE TRIMONT LANE
PITTSBURGH PA 15211

SY HOLZER
645 MIRANDA DRIVE
UPPER ST. CLAIR PA 15241

STEEN KANTER
4000 WHITE CHAPEL WAY
RALEIGH NC 27615

GENE NACEY
1140 COPELAND ROAD
LEECHBURG PA 15656

RAYMOND POWELL
332 MEADOW LANE
SEWICKLEY PA 15143

AL RABIL
130 EAST 12TH STREET
APARTMENT 4A
NEW YORK NY 10030

LORETTA SHAHADE
819 BEAVER ROAD
APARTMENT 3
SEWICKLEY PA 15143

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

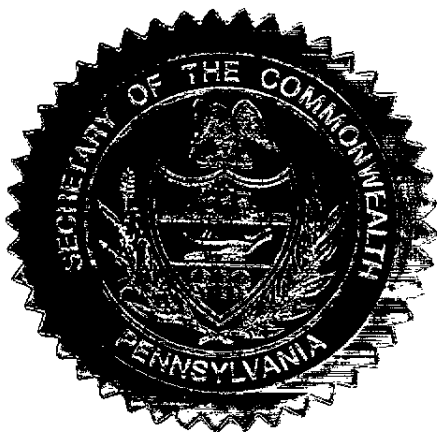
OCTOBER 20, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TELE-TRACKING TECHNOLOGIES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in dark ink, appearing to read "G. W. L.", is written over a horizontal line.

Secretary of the Commonwealth

TBL0

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DIVISION OF RECORDS & ADMINISTRATION
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