

F98000006491

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Compact Connection, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002680808--1

-11/05/98--01024--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Frank Moreira Jr. Accounting Mgr.  
(Name of Person)

Teleservices International Group, Inc.  
(Firm/Company)

100 Second Ave So. Ste 1000  
(Address)

St. Petersburg, FL 33701  
(City/State/Zip)

W98-25098

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

Frank Moreira Jr. at (727) 895-4410 ext 4041  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED

11/30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 5, 1998

FRANK MOREIRA JR. ACCOUNTING MGR  
TELESERVICES INTERNATIONAL GROUP, INC.  
100 SECOND AVE. SO. SUITE 1000  
ST. PETERSBURG, FL 33701

SUBJECT: COMPACT CONNECTION, INC.  
Ref. Number: W98000025098

We have received your document for COMPACT CONNECTION, 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):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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.

Please note that we are returning the certified copy you submitted, as it is not the same as the certificate we require. The certificate of existence is issued by the same office that provided you with this certified copy, but it is a single page long and has no copies attached.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 498A00053968

**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. Compact Connection, 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 3. 59-3514928  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 16, 1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 Second Ave So. Suite 1000  
St. Petersburg, FL 33701  
(Current mailing address)

8. Retail sale AND Distribution, via Internet, Mail-order and Telephone orders of pre-recorded Audio Video AND other related products  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Robert P Gordon

Office Address: 234 21st Avenue N.E.

St. Petersburg, Florida, 33701  
(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.*

Robert P. Gordon  
(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.

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TALLAHASSEE FLORIDA

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: Robert P. Gordon

Address: 234 21<sup>ST</sup> Avenue N.E.

St. Petersburg, FL 33701

Vice Chairman: \_\_\_\_\_

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

Director: Paul W. Henry

Address: 56 Lawrence Road

Chestnut Hill, MA 02167

Director: \_\_\_\_\_

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

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

President: Robert P. Gordon

Address: 234 21<sup>ST</sup> Avenue N.E.

St. Petersburg, FL 33701

Vice President: \_\_\_\_\_

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

Secretary: Paul W. Henry

Address: 56 Lawrence Road

Chestnut Hill, MA 02167

Treasurer: \_\_\_\_\_

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

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TALLAHASSEE FLORIDA

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

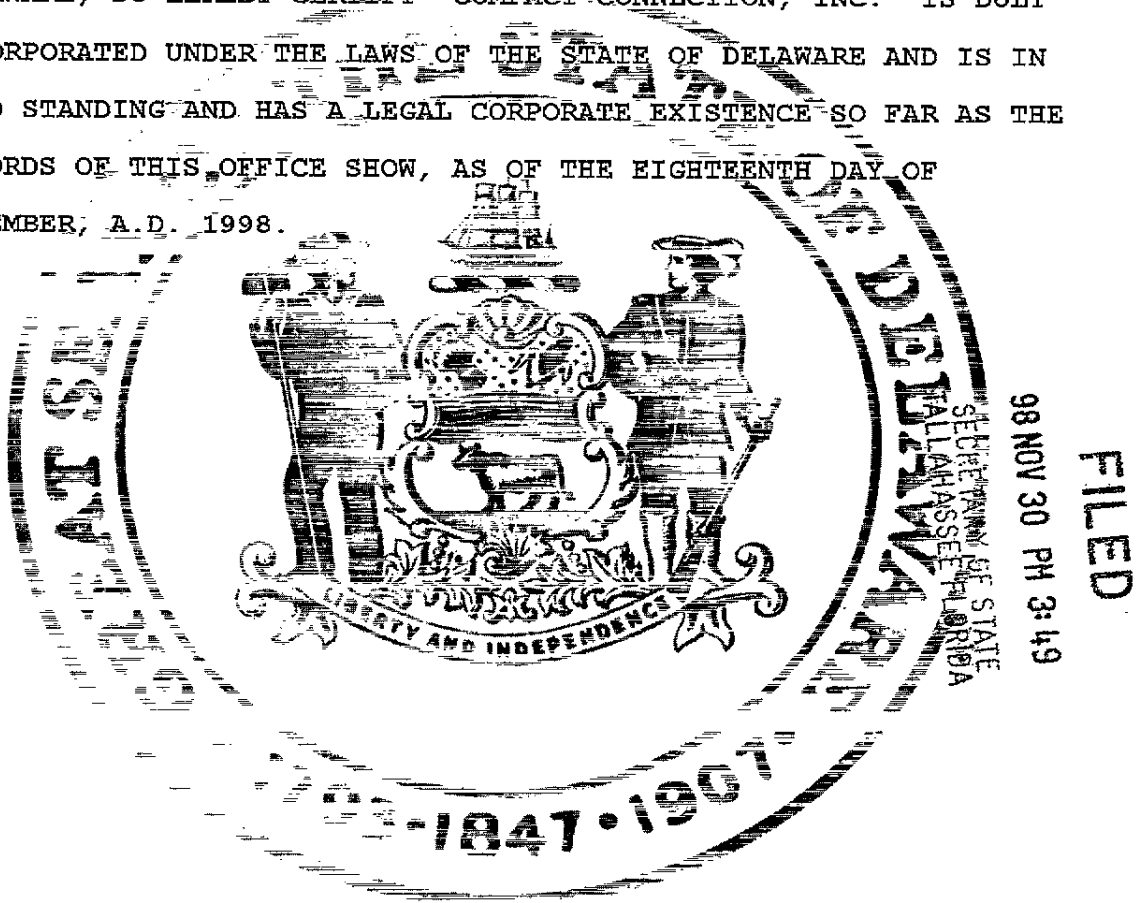
13. Robert P. Gordon  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert P. Gordon CHAIRMAN  
(Typed or printed name and capacity of person signing application)

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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPACT CONNECTION, 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 1998.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2885152 8300

DATE: 9413526

981442644

11-18-98