

F98000006684

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Tel-A-Nation, 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:

Ray M. Williams 300002663283--3  
(Name of Person) -10/14/98-01029-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Tel-A-Nation, Inc.  
(Firm/Company)

3305 SW 9th Avenue, Suite 100  
(Address)

Ft. Lauderdale, Fl. 33315  
(City/State/Zip)

W98-23394  
pg 637  
V412/9.

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

R. Stephen Riedle at (954) 766-2667 Ext. 237  
(Name of Person) (Area Code & Daytime Telephone Number)

FILED  
98 DEC -9 AM 10:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STREET 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

11/1/98



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 14, 1998

**RAY M. WILLIAMS**  
**TEL-A-NATION, INC.**  
**3305 SW 9TH AVENUE, SUITE 100**  
**FT. LAUDERDALE, FL 33315**

**SUBJECT: TEL-A-NATION, INC.**  
**Ref. Number: W98000023394**

We have received your document for TEL-A-NATION, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

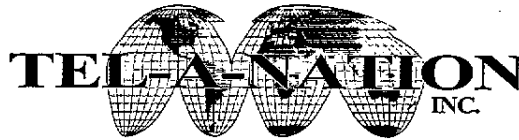
A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of

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.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 098A00051006



*Committed to Excellence*

October 27, 1998

Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

SUBJECT: Tel-A-Nation, Inc.  
Reference Number: W98000023394  
RE: Letter Number 098A00051006

Dear Mr. Rivers,

In response to your letter dated October 14, 1998, please find enclosed the requested "Resolution of Board of Directors." I believe that this should fulfill all requirements and that you should now be able to process the check which you are holding.

Should you have any questions or concerns, please feel free to call me during business hours at (954) 766-2667, extension 222. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Ray M. Williams'.

Ray M. Williams  
President

Enc.  
RMW/clo



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 30, 1998

RAY M. WILLIAMS  
TEL-A-NATION, INC.  
3305 SW 9TH AVENUE, SUITE 100  
FT. LAUDERDALE, FL 33315

SUBJECT: TEL-A-NATION, INC.  
Ref. Number: W98000023394

Thank you for submitting your resolution. Your document has not yet been filed; you must still submit the penalty fee or affidavit requested in our previous letter, as well as the certificate of existence required. Please refer to the attached copy of our previous letter. A copy of the statute is also attached.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 798A00053233



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 9, 1998

RAY M. WILLIAMS  
TEL-A-NATION, INC.  
3305 SW 9TH AVENUE, SUITE 100  
FT. LAUDERDALE, FL 33315

SUBJECT: TEL-A-NATION OF DELAWARE, INC.  
Ref. Number: W98000023394

We have received your document for TEL-A-NATION OF DELAWARE, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Thank you for your notarized affidavit.

We cannot file your application without the certificate of existence requested in our two previous letters, highlighted copies of which are 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: 198A00054237

*see attaches.  
Per your request.*



*Committed to Excellence*

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Ray M. Williams do hereby certify

That this Resolution of the Board of Directors of Tel-a-Nation, Inc.

A corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on September 5, 1997

Be it resolved, that Tel-a-Nation, Inc.

Organized and existing in the State of Delaware hereby adopts the name

Tel-A-Nation of Delaware, Inc. for use in Florida.

Dated: 10/26/98

Ray M. Williams  
President

FILED  
98 DEC -9 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

INHS19(4/96)



*Committed to Excellence*

November 4, 1998

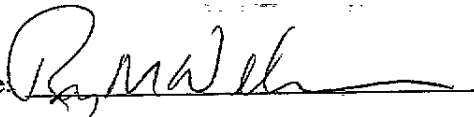
Lee Rivers  
Document Specialist  
Florida Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
98 DEC -9 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: Tel-A-Nation of Delaware, Inc.  
Ref. Number: W98000023394  
RE: Letter No. 798A00053233

Please be advised that Item 6, Application By Foreign Corporation For Authorization To Transact Business In Florida, should have been dated January 1, 1998, and not September 11, 1997. January 1, 1998 was the date that we first occupied office space in the State of Florida. The date of September 11, 1997 was the date of incorporation.

I do hereby attest that January 1, 1998 was the first date that Tel-A-Nation of Delaware, Inc. first transacted business in the State of Florida.

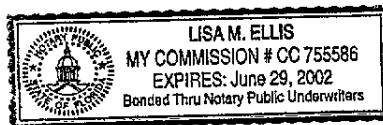
Signature: 

Name: Ray Williams

Officer: President

Notary: Lisa M. Ellis

Notary No. CC 755586



**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. Tel-A-Nation, 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. 65-0786117  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 11, 1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 11, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3305 SW 9th Avenue, Suite 100  
Fort Lauderdale, FL. 33315  
(Current mailing address)
8. Business of selling and distributing telephony and 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: William L. Poulson III. - Secretary / Treasurer  
Office Address: 3305 SW 9th Avenue, Suite 100  
Fort Lauderdale, Florida, 33315  
(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.*



(Registered agent's signature)

William L. Poulson III.

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.

FILED  
98 DEC 9 AM 10:00  
SECRETARY OF STATE  
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: None

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

Vice Chairman: None

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

Director: La Ree Martin

Address: 610 Sunnyside Drive

Park City, UT 84060

Director: None

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

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

President: Ray M. Williams

Address: 3305 SW 9th Avenue, Suite 100

Fort Lauderdale, FL. 33315

Vice President: John Southerland  
Sales

Address: 3305 SW 9th Avenue, Suite 100

Fort Lauderdale, FL. 33315

Secretary: William L. Poulson III.

Address: 3305 SW 9th Avenue, Suite 100

Fort Lauderdale, FL. 33315

Treasurer: William L. Poulson III.

V.P. Marketing

Address: 3305 SW 9th Avenue, Suite 100

Fort Lauderdale, FL. 33315

**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)

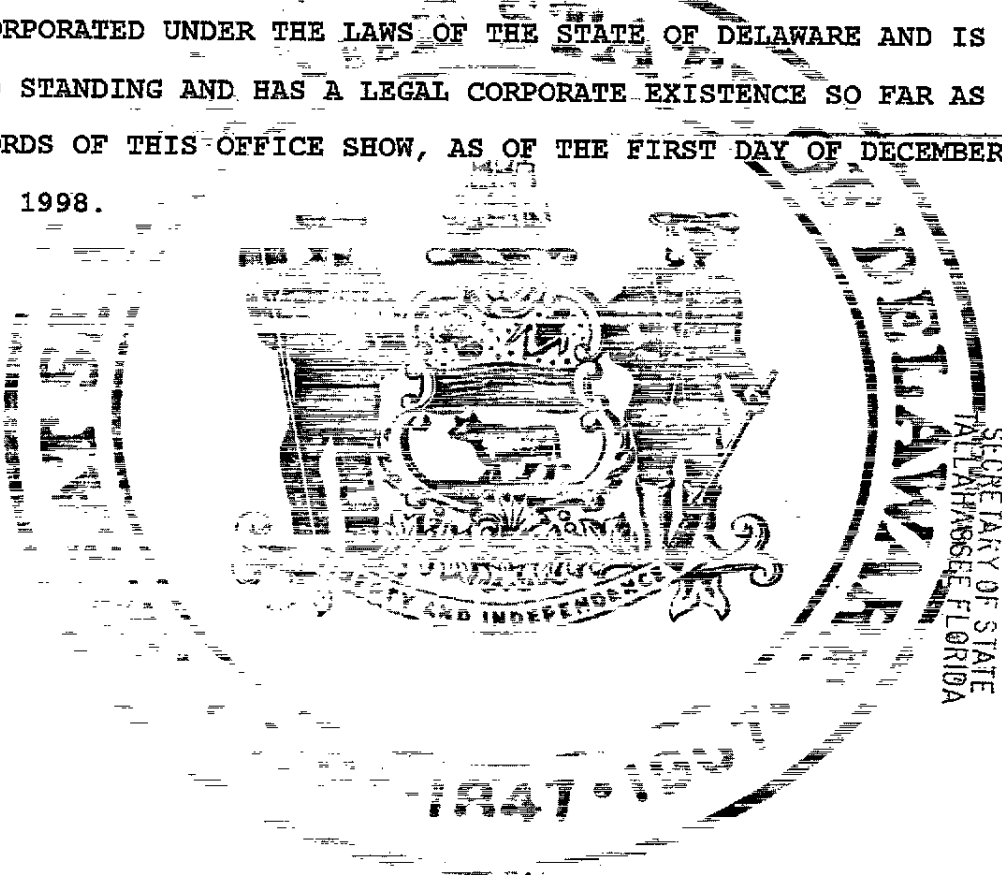
14. Ray M. Williams - President  
(Typed or printed name and capacity of person signing application)

FILED  
98 DEC -9 AM 10:01  
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 "TEL-A-NATION, 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 FIRST DAY OF DECEMBER, A.D. 1998.



FILED

98 DEC -9 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2782860 8300

981454393

DATE: 9431614

12-01-98