

F99000000879

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: StellaCom, 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:

Bob Carter

(Name of Person)

StellaCom, Inc.

(Firm/Company)

2995 LBJ Freeway, Ste 200

(Address)

Dallas, TX 75234

(City/State/Zip)

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SECRETARY OF STATE
99 FEB 16 AM 8:11
DIVISION OF CORPORATIONS

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

Bob Carter - Controller

at (972)

241-1330

(Name of Person)

(Area Code & Daytime Telephone Number)

W98-26464

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

BOB CARTER
STELLACOM, INC.
2995 LBJ FREEWAY, STE 200
DALLAS, TX 75234

SUBJECT: STELLACOM, INC.
Ref. Number: W98000026464

We have received your document for STELLACOM, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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 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: 898A00056271

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**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. StellaCom, Incorporated
(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. Texas 3. 74-2420463
(State or country under the law of which it is incorporated) (FEI number, if applicable)
04/14/86 Perpetual
4. (Date of incorporation) 5. (Duration: Year corp. will cease to exist or "perpetual")
08/01/98
6. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
2995 LBJ Freeway, Ste 200
7. Dallas, TX 75234
(Current mailing address)
8. Video Production, Post Production, Engineering
(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: Peter H. Satterlee
- Office Address: Bldg. 1605, Cape Road, C.C.A.S.
Cape Canaveral Florida, 32920
(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)

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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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: Benjamin C. Bell

Address: 4049 Purdue

Dallas, TX 75225

Vice Chairman: Bruce Manley

Address: 725 Skippack Pike # 305

Blue Bell, PA 19422

Director: Marshall Bryant

Address: 1 Tonto Street

Grand Canyon, AZ 86023

Director:

Address:

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

President: Benjamin C. Bell

Address: 4049 Purdue

Dallas, TX 75225

Vice President: Bruce Manley

Address: 725 Skippack Pike # 305

Blue Bell, PA 19422

Secretary: Benjamin C. Bell

Address: 4049 Purdue

Dallas, TX 75225


Treasurer: Benjamin C. Bell

Address: 4049 Purdue

Dallas, TX 75225

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REGISTRATIONS
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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. _____
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

STELLACOM, INC.
File No. 793505-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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DIVISION OF CORPORATIONS
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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 25, 1999.*

Secretary of State

PH