

F99000002448

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Communication Resources Incorporated  
(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:

Richard H. Breit, Esq. 100002860691--0  
 (Name of Person) -05/03/99-01132-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Becker & Poliakoff  
 (Firm/Company)

3111 Stirling Road  
 (Address)

Fort Lauderdale, Florida 33312  
 (City/State/Zip)

FILED  
 99 MAY -3 PM 1:08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

Richard H. Breit at ( 954 ) 985-4111  
 (Name of Person) (Area Code & Daytime Telephone Number)

W99-76543

Name	
Availability	
Document Examiner	
Updater	
Editor	
Acknowledgement	
W. P. Verityer	

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

F99000002448



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 5, 1999

RICHARD H. BREIT, ESQ.  
BECKER & POLIAKOFF  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312

SUBJECT: COMMUNICATION RESOURCES INCORPORATED  
Ref. Number: W99000010543

We have received your document for COMMUNICATION RESOURCES INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 CORPORATE SPECIALIST indicated.

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.

The attachment was not included with the application.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 499A00024517

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned George O'Leary, do hereby certify  
(Name)

that this Resolution of the Board of Directors of  
Communication Resources Incorporated  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on May 12, 19 99.

Be it resolved, that Communication Resources Incorporated  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Communication Resources Incorporated of Delaware for use in Florida.

Dated: May 11, 1999

George O'Leary  
Signature of either Chairman, Vice Chairman or any officer

George O'Leary, President  
Type or print name

99 MAY 8 PM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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. Communication Resources 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. Delaware (State or country under the law of which it is incorporated) 3. 65-0850180 (FEI number, if applicable)

4. 4.30.98 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 1.1.99 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1001 West Cypress Creek Road, Suite 207  
Fort Lauderdale, Florida 33309  
(Current mailing address)

8. support services for telecommunications industry  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

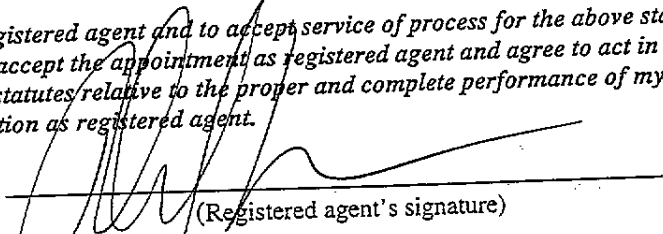
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Richard H. Breit

Office Address: 3111 Stirling Road  
Fort Lauderdale, Florida, 33312  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached addendum

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

President:

Address:

Vice President:

Address:

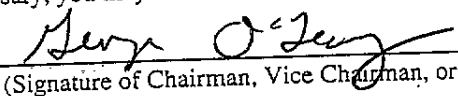
Secretary:

Address:

Treasurer:

Address:

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. George O'Leary, President  
(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
FOR  
COMMUNICATION RESOURCES INCORPORATED

12. The names and addresses of its directors and officers are:

Directors

George O'Leary	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309
Richard Rettstadt	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309
William Sprague	Crest/CRI LLC, 320 Park Ave., 17th Fl, NY, NY 10022
Michael Fitzgerald	Crest/CRI LLC, 320 Park Ave., 17th Fl, NY, NY 10022

Officers

President	George O'Leary	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309
V. President	Richard Rettstadt	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309
Secretary	Richard Rettstadt	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309
Controller	David Tabony	1001 West Cypress Creek Rd., Ft. Lauderdale, FL 33309

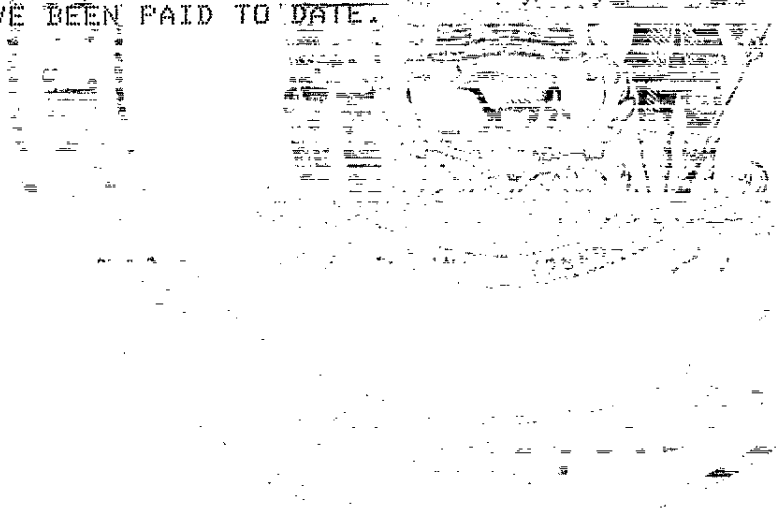
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMMUNICATION RESOURCES INCORPORATED" 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 THIRTIETH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY -3 PM 1:10

FILED

*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9660552  
DATE: 03-30-99