

F99000004201



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 337558 4325313

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzuto*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 13 AM 10:18

ORDER DATE : August 11, 1999

ORDER TIME : 10:30 AM

ORDER NO. : 337558-005

100002959581--5

CUSTOMER NO: 4325313

CUSTOMER: Damion Edwards, Legal Asst  
Klein, Zelman, Rothermel &  
485 Madison Avenue  
15th Floor  
New York, NY 10022

FOREIGN FILINGS

NAME: TRIPLE PLAY COMMUNICATIONS,  
INC.

XXXX QUALIFICATION (TYPE: CO)

*(5)*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

*BK 8/13/99*

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 13, 1999

JANINE LAZZARINI  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: TRIPLE PLAY COMMUNICATIONS, INC.  
Ref. Number: W99000018815

**RESUBMIT**  
Please give original  
submission date as file date.

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DIVISION OF CORPORATIONS  
99 AUG 13 AM 10:18

We have received your document for TRIPLE PLAY COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

CSC MUST SIGN the R.A. acceptance statement.,

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 899A00041039

RECEIVED  
99 AUG 16 AM 10:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 13 AM 10:18

**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. Triple Play Communications, 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  
(State or country under the law of which it is incorporated)
3. 59-3591047  
(FEI number, if applicable)
4. July 7, 1999  
(Date of incorporation)
5. Perpetual  
(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. 238 East Davis BLVD., STE #206-D  
Tampa, FL 33606  
(Current mailing address)
8. Internet and Telecommunications Enterprises.  
(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: 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: Laura E. Dunn  
(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)

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

Chairman: Thomas Arcese

Address: 238 E. David Blvd., Ste. #206-D

Tampa, FL 33606

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

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

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

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

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

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

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

President: Thomas Arcese

Address: 238 E. Davis Blvd., Ste. #206-D

Tampa, FL 33606

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. Thomas Arcese  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Arcese, President  
(Typed or printed name and capacity of person signing application)

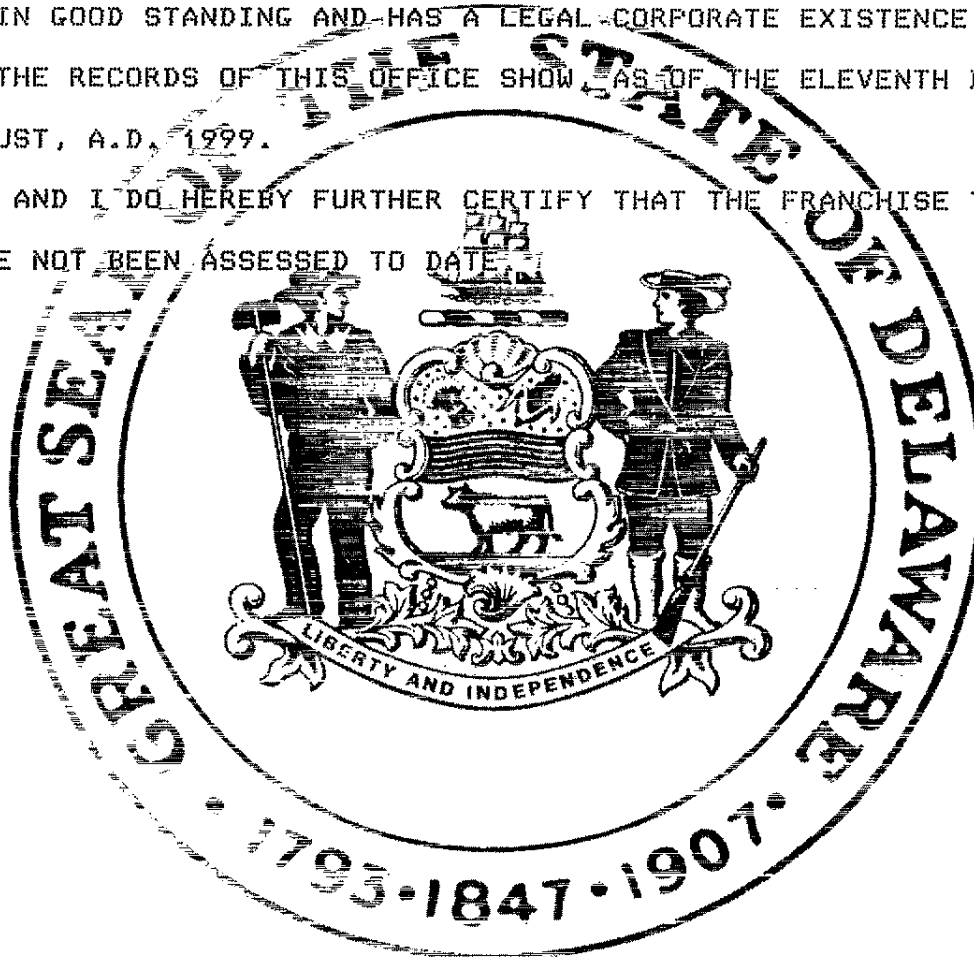
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DIVISION OF CORPORATIONS  
99 AUG 13 AM 10:18

*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 "TRIPLE PLAY COMMUNICATIONS, 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 ELEVENTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 13 AM 10:18



*Edward J. Freel*

Edward J. Freel, Secretary of State

3066713 8300

991332859

AUTHENTICATION: 9915307

DATE: 08-11-99