

103 N. MERIDIAN TREETOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

F99000006659

CONTACT:

CINDY HICKS

DATE:

12/27/99

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-12/27/99--01118--013
*****70.00 *****70.00

REF. #:

0173.9705

CORP. NAME:

Exchange Solutions, Inc.

☐ ARTICLES OF INCORPORATION

☐ ARTICLES OF AMENDMENT

☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT

☐ TRADEMARK/SERVICE MARK

☐ FICTITIOUS NAME

☒ FOREIGN QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ MERGER

☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ UCC-3

☐ OTHER:

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TALLAHASSEE
DIVISION OF CORPORATIONS
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STATE FEES PREPAID WITH CHECK# 8015 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING

☐ CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

Examiner's Initials

BK 12/27/99

RECEIVED
99 DEC 27 PM 2:51
TALLAHASSEE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EXCHANGE SOLUTIONS, 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:

Glenn E. Fuller, Esquire
(Name of Person)

Freedom Communications, Inc.
(Firm/Company)

17666 Fitch
(Address)

Irvine, CA 92614
(City/State/Zip)

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

Glenn E. Fuller, Esquire at (949) 253-2306
(Name of Person) (Area Code & Daytime Telephone Number)

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

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FAX AUDIT NO. H99000032702 5

AFFIDAVIT OF NAME RELEASE

BEFORE ME, the undersigned authority, personally appeared Ronny Halperin ("Affiant") who, being by me first duly sworn, deposes and says:

1. Affiant is the sole incorporator of Exchange Solutions, Inc. (the "Company"), and as such, has knowledge of the facts herein;
2. The Company is an entity formed in the State of Florida whose Articles of Incorporation were filed on October 8, 1999;
3. The Company has not commenced business, and concurrently herewith is filing Articles of Dissolution to terminate its corporate existence;
4. The Company is desirous of permitting the name "Exchange Solutions, Inc." to be used immediately by Exchange Solutions, Inc., a company formed and duly existing under the laws of the State of Delaware (the "Delaware Company").
5. So that the Delaware Company may avoid the 120 day wait period before applying for use of the name "Exchange Solutions, Inc." in the State of Florida, this affidavit has been prepared and filed in accordance with Section 607.1405.

FURTHER, AFFIANT SAYETH NAUGHT.

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

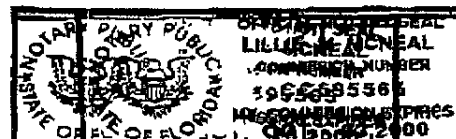
Ronny Halperin
Ronny Halperin

The foregoing instrument was acknowledged before me this 20th day of December, 1999, by Ronny Halperin, who is personally known to me.

Lillie M. McNeal
Signature of Notary Public, State of Florida

Lillie M. McNeal
Print, Type or Stamp Commissioned Name of Notary Public

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FAX AUDIT NO. H99000032702 5

**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. EXCHANGE SOLUTIONS, 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. 65-0961041

(FEI number, if applicable)

4. October 14, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

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

7. 200 South Biscayne Boulevard, First Union Financial Center, Suite 1150

Miami, FL 33131

(Current mailing address)

8. Internet and interactive media

(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: NRAI Services, Inc.

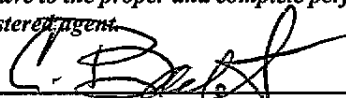
Office Address: 526 East Park Avenue

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.



(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: **SEE ATTACHED**

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: **SEE ATTACHED**

Address: _____

Vice President: _____

Address: _____

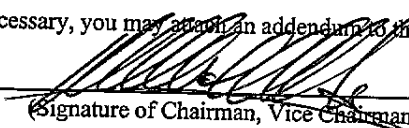
Secretary: _____

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. Richard A. Wallace, Secretary

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

EXCHANGE SOLUTIONS, INC.

Attachment to Application by Foreign Corporation
for
Authorization to Transact Business in Florida

12. Names and Addresses of officers and/or directors:

A. Directors

Greg Hurst, Chairman of the Board
17666 Fitch
Irvine, CA 92614

Sabrina Crow
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

Susan Tremblay
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

Ray Bryan
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

B. Officers:

Greg Hurst, Chairman of the Board
17666 Fitch
Irvine, CA 92614

Sabrina Crow, Chief Executive Officer
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

Susan Tremblay, President
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

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David L. Kuykendall, Senior Vice President
17666 Fitch
Irvine, CA 92614

Jose Borda, Chief Financial Officer
200 South Biscayne Boulevard
First Union Financial Center, Suite 1150
Miami, FL 33131

Jeffrey M. Whitton, Vice President and Assistant Secretary
17666 Fitch
Irvine, CA 92614

Richard A. Wallace, Secretary
17666 Fitch
Irvine, CA 92614

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STATE OF CALIFORNIA
COUNTY OF ORANGE
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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 "EXCHANGE SOLUTIONS, 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXCHANGE SOLUTIONS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1999.

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

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SECRETARY OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

3111829 8300

991559289

AUTHENTICATION: 0162435

DATE: 12-23-99