

M 00000000 2329 5

**GRAHAM, BRIGHT & SMITH, P.C.**

A Professional Corporation  
Attorneys and Counselors  
Two Lincoln Centre  
5420 LBJ Freeway, Suite 300  
Dallas, Texas 75240-2384

THOMAS J. COLVEN, III  
(972) 788-5300

October 25, 2000

FAX: (972) 770-2156

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100003441091--9  
-10/26/00--01103--004  
\*\*\*\*125.00 \*\*\*\*125.00

W-26659

Re: Application of Victory Networks, LLC, a Delaware limited liability company for  
Authorization to Transact Business in Florida

Dear Sir/Madam:

Please find enclosed the Application by Victory Networks, LLC, a Delaware limited liability company (the "Company") for Authorization to Transact Business in the State of Florida. In addition, please find enclosed our check in the amount of \$125.00 in payment of the applicable filing fee and designation of Registered Agent. We are enclosing the original copy of a Certificate of Existence issued by the Secretary of State of Delaware and a copy of the Articles of Organization filed with the Secretary of State of Delaware on October 24, 2000.

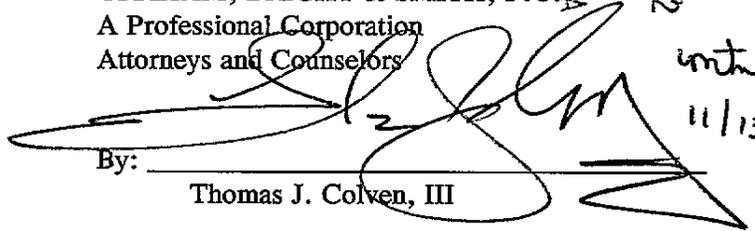
Please return a letter of acknowledgment to the undersigned both via telecopier and regular mail.

Thank you in advance for your cooperation.

Very truly yours,

GRAHAM, BRIGHT & SMITH, P.C.  
A Professional Corporation  
Attorneys and Counselors

FILED  
NOV 13 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
By: \_\_\_\_\_  
Thomas J. Colven, III

TJC:jmc  
Enclosures

cc: Bill Ohland (w/enc) - via telecopier: (214) 821-1354  
Ron Attar (w/enc) - via telecopier: (214) 373-9993  
Jeanette LaVecchia (w/out enc) - via telecopier: (302) 888-6989



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 31, 2000

GRAHAM BRIGHT & SMITH P.C.  
TWO LINCOLN CENTRE  
5420 LBJ FREEWAY, STE 300  
DALLAS, TX 75240-2384

SUBJECT: VICTORY NETWORKS, LLC  
Ref. Number: W00000026059

We have received your document for VICTORY NETWORKS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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: 200A00056459

00 NOV 13 PM 4:22  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Victory Networks, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2976600  
(FEI number, if applicable)
4. October 24, 2000  
(Date of Organization)
5. October 24, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 1, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 306 Jamestown Drive, Winter Park, Florida 32792  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

- 5956 Sherry Lane, Suite 1575
- Dallas, Texas 75225
- 
- 

FILED  
00 NOV 13 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: All lawful business

Bill M. Ohland  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Bill M. Ohland, Vice President  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Victory Networks, LLC

2. The name and the Florida street address of the registered agent and office are:

Marci Rooks

(Name)

306 Jamestown Drive

Florida street address (P.O. Box NOT ACCEPTABLE)

Winter Park FL 32792

City/State/Zip

FILED  
00 NOV 13 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

*Marci L. Rooks*

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VICTORY NETWORKS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000.

FILED  
00 NOV 13 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

3303273 8300

AUTHENTICATION: 0751930

001535119

DATE: 10-24-00