



MO2000001241

ACCOUNT NO. : 072100000032

REFERENCE : 566064 7220808

AUTHORIZATION : Patricia Kygo

COST LIMIT : \$ 125.00

FILED  
02 MAY 13 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 2002

ORDER TIME : 1:07 PM

ORDER NO. : 566064-005

CUSTOMER NO: 7220808

300005507589--8

CUSTOMER: Mr. Jeffrey Frost  
Teleplace, Inc.  
Convergent Technology Centers  
4870 N. Citation Drive 10-102  
Delray Beach, FL 33445

ALI

FOREIGN FILINGS

NAME: TELEPLACE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

002-13844

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 14, 2002

CSC

SUBJECT: TELEPLACE, LLC  
Ref. Number: W02000013844

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

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SECRETARY OF STATE  
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RECEIVED  
02 MAY 15 AM 11:26  
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We have received your document for TELEPLACE, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging.

PLEASE PRINT LEGIBLE OR TYPE THE INFORMATION ON YOUR DOCUMENT.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 302A00030469

**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. TELEPLACE, LLC  
(Name of foreign limited liability company)

2. DELAWARE 3. 45-0464060  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. DECEMBER 21, 2001 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. JANUARY, 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4870 N. CITATION DRIVE, SUITE 10-102  
DELRAY BEACH, FL 33445  
(Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows:  
JEFFREY M. FROST, 2311 CEDAR SPRINGS ROAD, #100, DALLAS, TX 75201  
GARY R. HANCOCK, 2311 CEDAR SPRINGS ROAD, #100, DALLAS, TX 75201  
JOHN STELZER, 2311 CEDAR SPRINGS ROAD, #100, DALLAS, TX 75201

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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: TELECOMMUNICATIONS AND ALL LAWFUL INCOME PRODUCING BUSINESS

Jeffrey M. Frost, Managing Member  
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.)  
JEFFREY M. FROST  
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:

TELEPLACE, LLC

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

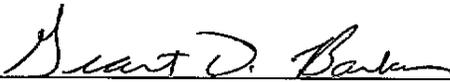
Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301  
(City/State/Zip)

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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.*

  
(Signature)

**Grant D. Barber**  
as its agent

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

# Delaware

PAGE 1

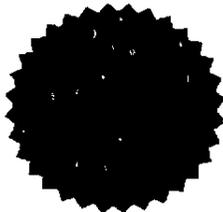
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEPLACE, LLC" 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 THIRTEENTH DAY OF MAY, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEPLACE, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

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02 MAY 13 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1772494

DATE: 05-13-02

3472489 8300

020302021

NO. 5902 P. 2/2

MAY. 13. 2002 9:54AM CORP SERVICES CO