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| Certified Copies | _ Certificates | of Status |
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ACCOUNT NO. : 072100000032

REFERENCE: 697441 4389832

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: May 28, 2004

ORDER_TIME : 10:30 AM

ORDER NO. : 697441-005

CUSTOMER NO: 4389832

CUSTOMER: Mr. Marc L. Potolsky

Scarinci & Hollenbeck, Llc

P.o. Box 790

Lyndhurst, NJ 07071

FOREIGN FILINGS

NAME: AMERICAN CALL CENTERS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER:

TILED PALES

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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO RI LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. AMERICAN CALL CENTERS, (Name of foreign limited liability company) Delaware (Incisdiction under the law of which fineign limited liabilit company is organized) March 31, 2003 (Duration: Year limited liability company will cease to (Date of Organization) 6 June 1, 2004 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. 1001 Yamato Road, Suite 405, Boca Raton, FL 33431 (Street address of principal office) 8. If limited liability company is a managen-managed company, check here 9. The name and usual business addresses of the managing members of managers are as follows: Mr. DeWitt L. Alexandre, Jr., P.O. Box 367, Far Hills, NJ 07931 10. Attached is an original carificate of existence, no more than 90 days old, duly authenticated by the official being custody of records in fire 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: __Telephone_ <u>Answering service</u> 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 officiention under the penulties of perjury that the facts stated barein are true.) -OPE-EILS

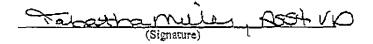
Typed or printed name of signee

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: | | | |
|--|--|--|--|
| AMERICAN CALL CENTERS, 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 <u>NOT</u> ACCEPTABLE) | | | |
| Tallahassee FL 32301 (City/State/Zip) | | | |

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.



\$ 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 "AMERICAN CALL CENTERS, 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 TWENTIETH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN CALL CENTERS, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2003.

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



Warriet Smith Hindan
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 3123150

DATE: 05-20-04

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