



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000465

ACCOUNT NO. : 072100000032

REFERENCE : 476752 151289A

AUTHORIZATION :

*Patricia P. Pitt*

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42

ORDER DATE : July 28, 1997

ORDER TIME : 11:45 AM

ORDER NO. : 476752-005

CUSTOMER NO: 151289A

400002249004--5

CUSTOMER: Mr. Sean Biddiscombe  
PERSONAL COMMUNICATIONS GROUP,  
INC.  
Suite 300  
2401 East Atlantic Boulevard  
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: CAROLINA WEBTEL, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUL 29 PM 1:13  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

CHARLES ERNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CAROLINA WEBTEL, L.L.C.  
Ref. Number: W97000017315

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CAROLINA WEBTEL, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

As discussed, the amount in Item 5 on the Affidavit must be at least as great as the amount entered in Item 4. And please list a definite amount NOT "\_\_\_\_\_ or more."

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: 597A00038925

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97 JUL 28 PM 3:42

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97 JUL 31 PM 3:21  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 28, 1997

CHARLES ERNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CAROLINA WEBTEL, L.L.C.  
Ref. Number: W97000017315

**RESUBMIT**

Please give original  
submission date as file date.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42

We have received your document for CAROLINA WEBTEL, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The actual name of this company -- CAROLINA WEBTEL, L.L.C. -- should be listed throughout the documents. Florida DOES NOW accept the "L.L.C." suffix on foreign companies.

ALSO, Item 2 on the Affidavit indicates that \$50,000.00 in property has been contributed. Please attach a brief description of the property. *Computers*

ALSO, in addition to the application documents, you must submit a CERTIFICATE OF EXISTENCE from Colorado. This is a 1-page certificate, which states that the company is filed in Colorado and is still active there. We must obtain an original - i.e. not photocopied -- document dated within the past 90 days.

*order  
GS*

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: 597A00037964

RECEIVED  
97 JUL 30 PM 1:10  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42

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

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

CAROLINA WEBTEL, L.L.C.

1. CAROLINA webtel L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. COLORADO 3. 84-1373911  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 1-9-97 5. 2027  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2401 EAST ATLANTIC Blvd. Suite 300  
Pompano Beach, FL 33062  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
SEAN Biddiscombe	MGRM	DAVID Decker	MGRM
2401 E Atlantic Blvd		2401 E Atlantic Blvd	
Suite 300		Suite 300	
Pompano Beach FL 33062		Pompano Beach FL 33062	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CAROLINA WEBTEL, LLC.  
\_\_\_\_\_ deposits and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ 85,000

3) if any, the agreed value of property other than cash contributed by member(s) is  
A description of the property is attached and made a part hereto.

\$ 50,000 (Computer Equipment)

4) the amount of cash or property anticipated to be contributed by member(s) is  
This total includes amounts from 2 and 3 above.

\$ 135,000

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 135,000

Sam Biss

Signature of a member or authorized representative of a  
member. (In accordance with section 608.408(3), Florida Statutes, the execution  
of this affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42CERTIFICATE 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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: CAROLINA Webtel LLC.

2. The name and address of the registered agent and office is:

SEAN Biddiscombe

(Name)

2401 E. ATLANTIC BLVD suite 300

(P.O. Box not acceptable)

POMPANO BEACH, FL. 33062

(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.

Sean Biddiscombe  
(Signature)

7-25-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 28 PM 3:42

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

CAROLINA WEBTEL, L.L.C.  
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971003958 WAS FILED IN THIS OFFICE ON January 09, 1997  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 17, 1997

*Victoria Buckley*

SECRETARY OF STATE