



"ANSWERING AMERICA'S COMMUNICATIONS NEEDS"

July 22, 1997

1197000000513

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 19 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Withdrawal of Answer America, Inc. as Foreign Corporation
and Application for Foreign Limited Liability Company
Qualification for Answer America, LLC.

Dear Sirs:

800002255668--4
-08/01/97--01125--001
****175.00 ****140.00

Enclosed please find the original and one copy of each of the following:

1. Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida submitted by Answer America, Inc.; and
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida submitted by Answer America, LLC. Attached to this application is a Certificate of Good Standing of Answer America, LLC from the State of Delaware, an Affidavit of Membership and Contributions of Foreign Limited Liability Company, and a Designation of Registered Agent.

800002271336--0
-08/19/97--01063--001
****145.00 ****145.00

Also enclosed is a check for \$175.00 to cover the following filing fees:

| | |
|---|-----------------|
| Application for Withdrawal | \$ 35.00 |
| Application for Authorization of LLC | 52.50- |
| Affidavit of Membership and Contributions | 52.50- |
| Designation of Registered Agent | 35.00- |
| | <u>\$175.00</u> |

Kindly process these applications and provide acknowledgment of filing.

Very truly yours,
Mark C. Cohen
President

Acknowledgment
W. P. Ventner

8/1/97 FOR
8/1/97

| | |
|----------------|--------|
| FILING | 250.00 |
| C. COPY | 25.00 |
| R. AGENT | 25.00 |
| TOTAL | 250.00 |
| BALANCE DUE \$ | |
| REFUND \$ | |

RECEIVED
97 JUL 28 PM 4:19
DIVISION OF CORPORATIONS

150 East 58th Street • New York, New York 10155
(212) 832-9170 • Fax: (212) 755-1410



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

MARK C. COHEN, PRESIDENT
ANSWER AMERICA
150 E. 58TH ST.
NEW YORK, NY 10155

SUBJECT: ANSWER AMERICA, LLC
Ref. Number: W97000017733

✓ We have received your document for ANSWER AMERICA, LLC and your check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for ✓ each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

✓ There is a balance due of \$145.00.

✓ If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 397A00039305



"ANSWERING AMERICA'S COMMUNICATIONS NEEDS"

August 14, 1997

Ms. Brenda Tadlock
Sr. Corporation Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Answer America, LLC
Ref. Number: W970000 17733

Dear Ms. Tadlock:

In accordance with your letter dated August 1, 1997, enclosed please find a check for an additional \$145.00 for qualifying Answer America, LLC as a foreign limited liability company. ✓

Please complete our filing as requested and acknowledge same to us. ✓

Very truly yours,

A handwritten signature in cursive script that reads "Mark C. Cohen".

Mark C. Cohen
President

Enclosure
MC:ms

**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:*

- ✓ 1. ANSWER AMERICA, LLC
(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. DELAWARE 3. 13-3920112
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/26/96 5. 12/31/2050
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. 7/1/97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 150 E. 58th St., 29th Floor New York, NY 10155

(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: |
|---------------------------------|------------|-----------------|---------|
| <u>Susan Gormley</u> | <u>MGR</u> | <u></u> | <u></u> |
| <u>Answer America, LLC</u> | | <u></u> | |
| <u>1000 N. Washington Blvd.</u> | | <u></u> | |
| <u>Sarasota, FL. 34236</u> | | <u></u> | |
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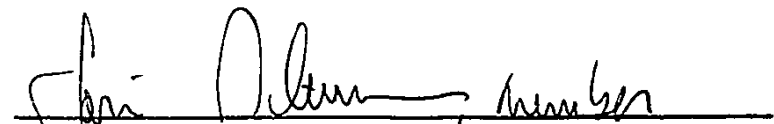
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of _____
ANSWER AMERICA, LLC deposes 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 \$ 1,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000,000 . This total includes amounts from 2 and 3 above.



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.)
Lorin Silverman, Member

Filing Fee: \$ 52.50 for Affidavit

**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, 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: ANSWER AMERICA, LLC

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

SUSAN GORMLEY C/O ANSWER AMERICA, LLC

(Name)

1000 N. WASHINGTON BLVD.

(P.O. Box ~~not~~ acceptable)

SARASOTA, FL. 34236

(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.

By: *Susan Gormley*

(Signature)

7/18/97

(Date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 "ANSWER AMERICA, 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 THIRD DAY OF JULY, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2690378 8300
971215403

AUTHENTICATION: 8543547
07-03-97

DATE: