

**OMNIPLEX**  
COMMUNICATIONS GROUP, LLC

M98000000167  
743 Spirit 40 Park Drive, Ste. 250 • Chesterfield, MO 63005  
888.Omniplex or (314) 519-4800 • Fax: (314) 519-4720

February 17, 1998

Florida Department of State  
Registration Section  
Division of Corporation  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
98 FEB 19 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CM

Dear Mr. Sir/Madman:

Enclosed are the required documents and filing fee for Omniplex Communications Group, LLC to register as a foreign limited liability company to transact business in the State of Florida. Please verify the enclosed:

1. Check \$285.00 (250.00 Filing Fee & 35.00 Designation of Registered Agent)
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
4. Certificate of Designation of Registered Agent/Registered Office
5. Certificates of Limited Liability Company Existence - Texas

Please mail the approved application to my attention at our corporate headquarters in Missouri:

Omniplex Communications Group, LLC  
743 Spirit 40 Park Drive, Suite 250  
Chesterfield, MO 63005

If you need any additional information please call me at (314) 519-4724.

Sincerely,



Wayne J. Belue  
Director, Finance

000002435540--6  
-02/19/98-01086-002  
\*\*\*\*285.00 \*\*\*\*285.00

Enclosures

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Omniplex Communications Group 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.)
2. Texas  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1762285  
(FEI number, if applicable)
4. November 6, 1996  
(Date of Organization)
5. December 31, 2026  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 2nd Quarter 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 743 Spirit 40 Park Drive, Ste. 250  
Chesterfield, MO 63005  
(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:**

" See Attachment "

**ATTACHMENT**

Omniplex Communications Group, LLC

**BOARD OF MANAGERS**

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98 FEB 19 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME	TITLE	ADDRESS
S. Michael McKay	Chairman/Treasurer	Omniplex Communications Group, LLC 743 Spirit 40 Park Drive Chesterfield, MO 63005
Michael S. Sawyer	Secretary	Omniplex Communications Group, LLC 743 Spirit 40 Park Drive Chesterfield, MO 63005
Norman F. Smith III	Manager	Perkins, Smith & Cohen, LLP One Beacon Street Boston, MA 02108
Mimi W. Dawson	Manager	Wiley, Rein & Fielding 1776 Street N.W. Washington, D.C. 2006

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

The undersigned member or authorized representative of a member of \_\_\_\_\_

Omniplex Communications, Group, 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

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.

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

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


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\$ 742,000

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**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.)

**Filing Fee: \$250.00 for Application and Affidavit**

Sandra B. Mortham, Secretary of State

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR  
ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505 FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. Omniplex Communications Group, LLC.  
(Name of alien business organization or foreign corporation)

2. TEXAS  
(State or country under which entity is organized)

3. 43-1762285  
(FEID Number, if applicable)

4. 743 Spirit 40 Park Drive Ste. 250 Chesterfield, MO 63005  
(Principal office address)

5. Name and Florida street address of registered agent.

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

6. The street address of the registered office and the street address of the business office of the registered agent are identical.

7. S. Michael McKay  
(Signature of chairman, vice chairman, or of officer)

8. S. Michael McKay Chairman/Treasurer of the Board of Managers  
(Name and capacity of person signing in number 7 above)

9. Signature of registered agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

Lisa B. Mullen  
(Registered agent accepting appointment)

2/16/98  
(Date)

**THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

**FILING FEE \$35**

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

OMNIPLEX COMMUNICATIONS GROUP, LLC  
File No. 7021640-22

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TALLAHASSEE, FLORIDA

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on November 26, 1997.*



*1087.*  
Antonio O. Garza, Jr.  
Secretary of State

PH