



THE UNITED STATES  
CORPORATION  
COMPANY

M98000000433

ACCOUNT NO. : 072100000032

REFERENCE : 790438 5015524

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:22

ORDER DATE : April 21, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 790438-035

CUSTOMER NO: 5015524

CUSTOMER: Ms. Mark Maisonneuve  
The Donovan Offices  
515 S. Figueroa St  
Suite 1000  
Los Angeles, CA 90071-3327

100002496181--4  
-04/22/98--01029--020  
\*\*\*\*337.50 \*\*\*\*337.50

FOREIGN FILINGS

NAME: TALCOMM LLC

798A00023756

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED  
98 APR 22 AM 10:38  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 29, 1998

JANNA WILSON  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: TALCOMM LLC  
Ref. Number: W98000009019

FILED OF STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:22

We have received your document for TALCOMM LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As discussed, the adopted fictitious name must contain suffix. Please use LC, LLC, LIMITED LIABILITY COMPANY, or LIMITED COMPANY.

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: 298A00023271

RECEIVED  
98 APR 30 AM 11:22

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:22

April 22, 1998

JANNA WILSON  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: TALCOMM LLC  
Ref. Number: W98000009019

We have received your document for TALCOMM LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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: 798A00021775

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98 APR 28 AM 10:44  
DIVISION OF CORPORATIONS

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

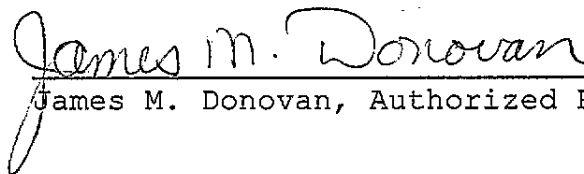
SECRETARY'S CERTIFICATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:22

James M. Donovan, Secretary of Talcomm LLC, a limited liability company duly organized under the laws of the State of Nevada, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said limited liability company, adopted at a special meeting held on the 23rd day of April, 1998.

"RESOLVED, that, inasmuch as this limited liability company desires to transact business in the State of Florida, and inasmuch as the managers have been advised that the name of this limited liability company is not available for use in the State of Florida, this limited liability company adopts the alternative name "EPSC CommTalent Services" <sup>LLC</sup> for use in transacting business in the State of Florida pursuant to Sections 608.406 and 608.506, Florida Limited Liability Company Act; and

"FURTHER RESOLVED, that the authorized representatives of this limited liability company be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this limited liability company may obtain a Certificate of Authority pursuant to the Florida Limited Liability Company Act, and to cause this limited liability company to use the said alternate name in the transaction of business in the State of Florida."



James M. Donovan, Authorized Representative

d0424tal/3031(1)

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:23

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. Talcomm LLC Florida as EPSG COMMTELENT SERVICES 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.)
2. Nevada  
(Jurisdiction under the law of which foreign limited liability  
company is organized)
3. Applied for  
(FEI number, if applicable)
4. April 13, 1998  
(Date of Organization)
5. 2028  
(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. 2835 North Naomi Street, Burbank, CA 91504  
  
(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:
Robert W. Draney	Manager		
2835 N. Naomi Street			
Burbank, CA 91504			
Jack L. Peterson	Manager		
2835 N. Naomi Street			
Burbank, CA 91504			
James M. Donovan	Manager		
515 S. Figueroa St., Ste. 1000			
Los Angeles, CA 90071			

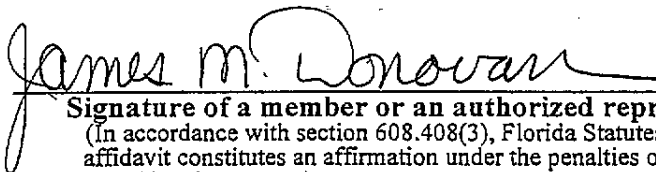
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official  
having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign  
language, a translation of the certificate under oath of the translator must be submitted.)

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 22 AM 2:22

The undersigned member or authorized representative of a member of Talcomm LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00.  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an 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.)

SCIE LLC, a Nevada Limited Liability Company

By: James M. Donovan, Manager and Secretary

\_\_\_\_\_  
Typed or printed name of signee

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

FILED STATE  
SECRETARY OF CORPORATIONS  
98 APR 22 AM 2:22

**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:

Talcomm 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

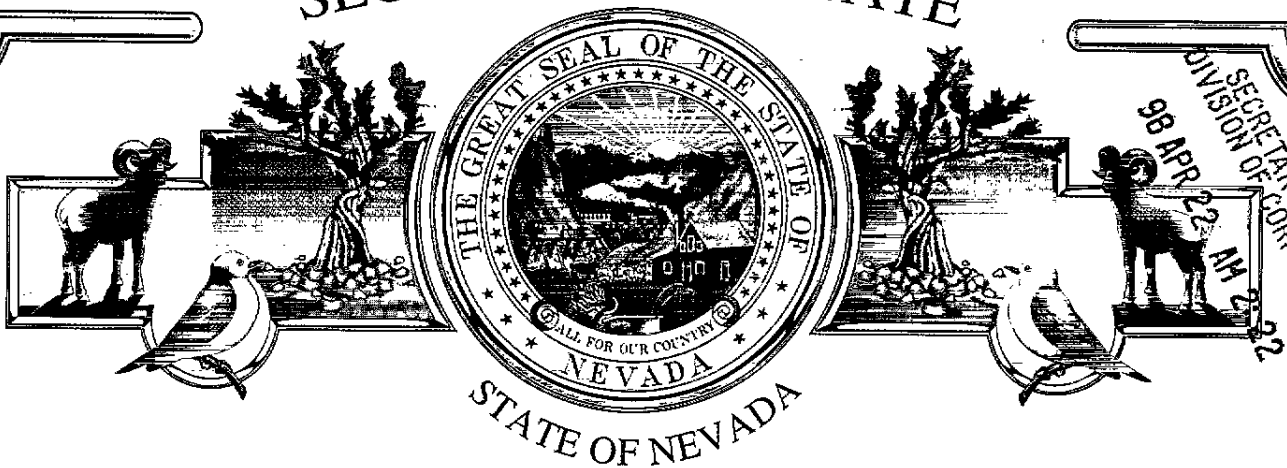
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.*

J. E. Costelloe  
(Signature)

J.E. Costelloe, Asst. Sec.

**Filing Fee: \$ 35 for Designation of Registered Agent**

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TALCOMM LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 13, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 17, 1998.



*Dean Heller*

Secretary of State

By

*Eric D. Smith*

Certification Clerk