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September 15, 1998

Florida Department of State
Division of Corporations
P.O. 6327
Tallahassee, Florida 32314-6327

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-09/17/98-01061-007
****285.00 ****285.00

RE: VISION 2000 PARTNERS, LTD., LLC
OUR FILE NO. 21138-0004

Dear Sir or Madam:

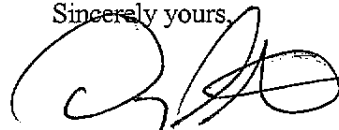
Enclosed for filing with the Secretary of State are the following documents in connection with the above-referenced limited liability company:

1. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
2. Application By Foreign Limited Liability Company For Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent/Registered Office;
4. A certified copy of a Certificate of Existence with Status in Good Standing for Vision 2000 Partners, Ltd., a limited-liability company, from the Secretary of State, State of Nevada, and
5. Application for Registration of Fictitious Name, "ALPHA - TEL", along with a copy of same.

Also enclosed is a check payable to the Florida Secretary of State in the amount of \$285.00 as payment for the filing fees for these documents. Please file the enclosed documents and date stamp the enclosed copy of the Application For Registration of Fictitious Name and return it to me in the enclosed stamped, self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


Douglas E. Starcher, P.A.

DES:lam
Enclosures

M98-1056

Name Availability	OK
Document Examination	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____
Vision 2000 Partners, Ltd., LLC certifies:

- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$ 10,000.⁰⁰;

- 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.)
and

- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000.⁰⁰
(This total includes amounts from 2 and 3 above.)

Wendy R. Lewis
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.)

Wendy R. Lewis

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Vision 2000 Partners, Ltd., 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. 86-0889405
(FEI number, if applicable)
4. 9/10/97
(Date of Organization)
5. September 10, 2027
(Duration: Year limited liability company will cease to exist or "perpetual")
6. The date of the filing of this Application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 250 Altamonte Commerce Blvd., Altamonte Springs, FL 32714

(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>Randy Ray</u> <u>250 Altamonte Commerce Blvd.</u> <u>Altamonte Springs, FL 32714</u>	<u>MGRM</u>	<u>Wendy Lewis</u> <u>250 Altamonte Commerce Blvd.</u> <u>Altamonte Springs, FL 32714</u>	<u>MGRM</u>
<u>Richard Warren</u> <u>250 Altamonte Commerce Blvd.</u> <u>Altamonte Springs, FL 32714</u>	<u>MGRM</u>		

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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.)

**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:

Vision 2000 Partners, Ltd., LLC

2. The name and the Florida street address of the registered agent and office are:

Randy Ray

(Name)

650 Douglas Avenue

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Atlamonte Springs

FL

32714

City/State/Zip

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TALLAHASSEE, FLORIDA

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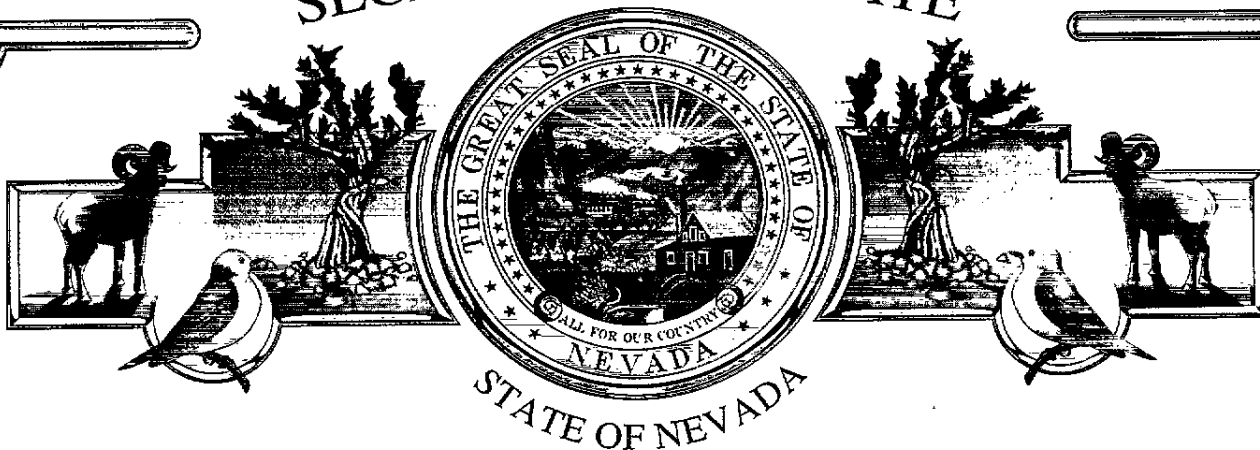
FILED

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.


(Signature)

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, **VISION 2000 PARTNERS, LTD.**, 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 September 10, 1997, 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 August 4, 1998.



Dean Heller
Secretary of State
By *Conc Dued*
Certification Clerk