

m98000001228

MORRIS, MANNING & MARTIN  
A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW  
1600 ATLANTA FINANCIAL CENTER  
3343 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1044  
TELEPHONE 404 233-7000  
FACSIMILE 404 365-9532  
E-MAIL CEV@MMMLAW.COM

MEMBER,  
COMMERCIAL LAW AFFILIATES  
WITH INDEPENDENT FIRMS  
IN PRINCIPAL CITIES WORLDWIDE

CHRISTINE E. VOGT  
PARALEGAL

WASHINGTON, D.C. OFFICE

MORRIS, MANNING, MARTIN & PLAYER, L.L.P.  
SOUTHERN BUILDING  
805 FIFTEENTH STREET, N.W.  
WASHINGTON, DC 20005  
TELEPHONE 202 408-5153  
FACSIMILE 202 408-5146

NORTHSIDE OFFICE

SUITE 150  
5775-B PEACHTREE DUNWOODY ROAD  
ATLANTA, GEORGIA 30342  
TELEPHONE 404 255-6900  
FACSIMILE 404 843-2317

October 16, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

50000266665--6  
-10/19/98--01052--003  
\*\*\*\*285.00 \*\*\*\*285.00

Re: TrueVance Communications, LLC

Dear Sir/Madam:

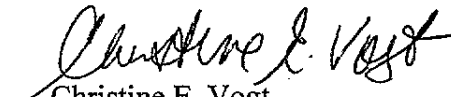
Enclosed please find the Application for Certificate of Authority for TrueVance Communications, LLC to do business in Florida. Please file this application as soon as possible and return the evidence of filing to me at the address listed above.

Please call me at 404-504-7617 if there is any reason why this application cannot be filed immediately. Thank you for your assistance.

FILED  
98 OCT 19 AM 10 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.

  
Christine E. Vogt  
Paralegal

Name	10/22/98
Availability	dcc
Document Examiner	DCC
Undate	ccv
Enclosures	
cc: Bruce D. Wanamaker	
W. P. Verifier	DCC

m98000001228

**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. TrueVance Communications, L L C  
(Name of foreign limited liability company)
2. Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2408930  
(FEI number, if applicable)
4. 7/22/98  
(Date of Organization)
5. perpetual  
(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. 3500 Parkway Lane, Ste. 290, Norcross, GA 30092  
(Street address of principal office)

FILED  
98 OCT 19 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>J. Neil Smith</u>	<u>MGR</u>	<u></u>	<u></u>
<u>3500 Parkway Ln, Ste. 290</u>		<u></u>	
<u>Norcross, GA 30092</u>		<u></u>	
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>		<u></u>	
<u></u>		<u></u>	

**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:

TrueVance Communications, L.L.C.

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

FILED  
98 OCT 19 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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: Deborah D. Skipper, as agent  
(Signature)

Deborah D. Skipper

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

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

The undersigned member or authorized representative of a member of TrueVance  
Communications, L L C 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
- 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  
(This total includes amounts from 2 and 3 above.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

98 OCT 19 AM 9:20  
\$ 400,000 ;  
\$ 400,000 .

  
\_\_\_\_\_  
**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.)

J. Neil Smith, Manager

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

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

# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982790266  
CONTROL NUMBER : 9827610  
DATE INC/AUTH/FILED: 07/22/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 10/06/1998  
FORM NUMBER : 211

MORRIS, MANNING & MARTIN  
CHRISTINE VOGT  
3343 PEACHTREE RD., STE. 1600  
ATLANTA GA 30326

## CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, hereby certify under the seal of my office that

**TRUEVANCE COMMUNICATIONS, LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE



FILED  
98 OCT 19 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA