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LAW PRACTICE OF J.B. GROSSMAN, P.A.

ATTORNEY AT LAW  
2300 EAST LAS OLAS BOULEVARD  
FOURTH FLOOR  
FORT LAUDERDALE, FL 33301  
PHONE: (954) 767-3345  
FAX: (954) 767-3347

J.B. GROSSMAN, LL.M.

ADDITIONAL  
BAR MEMBERSHIPS  
NEW YORK AND  
DISTRICT OF COLUMBIA

October 12, 1998

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500002663265--8  
-10/14/98--01028--002  
\*\*\*\*337.50 \*\*\*\*337.50

Re: **Direct-Tel USA, LC application for Authorization to Transact Business in Florida**

Dear Sir or Madam:

Please find enclosed the following documents for filing:

- 1) Application by Foreign Limited Liability company for Authorization to Transact Business in Florida
- 2) Affidavit of Membership and Contributions of Foreign Limited Liability Company
- 3) Certificate of Designation of Registered Agent/Registered Office

Also enclosed is a check in the amount of \$337.50 to cover filing fee for Application and Affidavit, Designation of Registered Agent and Certified Copy. Please send evidence of filing to this office at the above address. If any problems or questions should arise, please call us at the above office. Thank you.

Very Truly Yours,  
THE LAW PRACTICE OF J.B. GROSSMAN, P.A.

J.B. GROSSMAN, LL.M., ESQ.

Enc.  
JBG/rb

FILED  
98 NOV 12 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 15, 1998

J.B. GROSSMAN, LL.M., ESQ.  
LAW PRACTICE OF J.B. GROSSMAN, P.A.  
2300 E. LAS OLAS BLVD., 4TH FLOOR  
FORT LAUDERDALE, FL 33301

SUBJECT: DIRECT-TEL USA, LLC  
Ref. Number: W98000023487

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for DIRECT-TEL USA, 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):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 698A00051155

**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. DIRECT-TEL USA, 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. Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3. \_\_\_\_\_**

(FEI number, if applicable)

**4. September 30, 1998**

(Date of Organization)

**5. 2028**

(Duration: Year limited liability company will cease to exist, or perpetual)

**6. Pending Approval**

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

**7. 1701 W. Hillsboro Boulevard, Deerfield Beach, Florida 33442**

(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>Carey Getelman</u>	<u>MGRM</u>	_____	_____
<u>1701 W. Hillsboro Blvd.</u>		_____	
<u>Deerfield Beach, FL 33442</u>		_____	
<u>Ron Kaplan</u>	<u>MGRM</u>	_____	_____
<u>1701 W. Hillsboro Blvd.</u>		_____	
<u>Deerfield Beach, FL 33442</u>		_____	
<u>Les Feldman</u>	<u>MGRM</u>	_____	_____
<u>1701 W. Hillsboro Blvd.</u>		_____	
<u>Deerfield Beach, FL 33442</u>		_____	

**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.)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of  
DIRECT-TEL USA, LLC certifies:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the members(s) is \$140,000.00;
- 3) if any, the agreed value of property other than cash contributed  
by members is \$ 0 ;
- 4) the total amount of cash and property contributed and anticipated to be  
contributed by member(s) is \$3,300,000.00

(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.)

J.B. Grossman

**Typed or printed name of signee**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**DIRECT-TEL USA, LC**

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

**J. B. Grossman, LL.M., Esq.**

(Name)

**2300 East Las Olas Boulevard, 4th Floor**

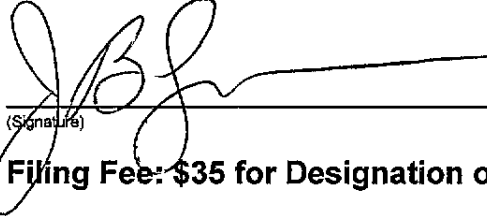
Florida Street address (P.O. Box Not Acceptable)

**Fort Lauderdale, Florida 33304**

City/State/Zip

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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.**

  
(Signature)

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

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECT-TEL USA, 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 TWENTY-NINTH DAY OF OCTOBER, A.D. 1998.

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98 NOV 12 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9379585

DATE:

10-29-98

2950512 8300

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