



THE UNITED STATES  
CORPORATION  
COMPANY

1199000001136

ACCOUNT NO. : 072100000032

REFERENCE : 315205 7142595

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 337.50

ORDER DATE : July 21, 1999

ORDER TIME : 11:44 AM

ORDER NO. : 315205-005

CUSTOMER NO: 7142595

000002938920--2

CUSTOMER: Tara A. Grause, Esq  
Baker & Hostetler  
312 Walnut Street, Suite 2650

Cincinnati, OH 45202

FOREIGN FILINGS

RECEIVED  
99 JUL 22 PM 1:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NAME: TELEDIMENSIONS INTERNATIONAL  
LLC

QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SC  
7-23-99

# 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. Teledimensions International 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. Ohio 3. 311633862  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 1/22/99 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 15, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 544 E. 12th Street, Cincinnati, Ohio 45210  
(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:
Marc Goosens 544 E. 12th Street Cincinnati, Ohio 45210	MGRM		

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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.)

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

The member or authorized representative of a member of Teledimensions  
International LLC certifies:

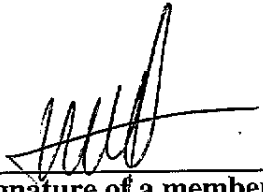
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 30,000;

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 \$ 30,000;

(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.)

Marc Goossens, Member

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

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

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**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:

Teledimensions International 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.*

By: Laura R. Duff

(Signature)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.**

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*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TELEDIMENSIONS INTERNATIONAL LLC, an Ohio Limited Liability Company, Registration No. 1060726, was filed in this office on January 22nd, 1999 is currently in FULL FORCE AND EFFECT upon the records of this office.*

*WITNESS my hand and official*

*seal at Columbus, Ohio on*

*May 13, 1999*



*J. Kenneth Blackwell*

J. Kenneth Blackwell  
Secretary of State