

M99 DDDDDDD 1475

FILING REQUEST

September 10, 1999

Florida Department of State



Type of Filing:	Qualification
Subject(s):	C & F Switching, L.L.C.
Form(s) Enclosed:	Application by Foreign LLC for Authorization Affidavit of Membership and Contributions Certificate of Designation of Registered Agent
Supporting Document(s):	Certificate of Good Standing
Check Enclosed:	Check #3007 for \$285.00
Return Via:	Priority Mail - Envelope Enclosed
Filing Method:	Expedite

400002384604--1
-09/13/99-01032-020
****285.00 ****285.00

FILED
99 SEP 13 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN TO: Unisearch, Inc.,
1295 Bandana Blvd. N, Suite 300,
St. Paul, MN 55108

Please call me at 1-800-227-1256 if there are any questions.

Thank you!
Beth Perrizo

JB
9-20-99

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. C & F Switching, L.L.C.
(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. 58-2477913
(FEI number, if applicable)
4. June 8, 1999
(Date of Organization)
5. June 3, 2004
(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. 1801 South Federal Highway, Suite 305
Delray Beach, FL 33483
(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>Fusion Telecommunications</u>	<u>Member</u>		
<u>International, Inc.</u>			
<u>15 Exchange Place</u>			
<u>Jersey City, NJ 07302</u>			
<u>Clarion Global Network, Inc.</u>	<u>Member</u>		
<u>100 Galleria Pkwy NW, Suite 1650</u>			
<u>Atlanta, GA 30339</u>			
<u>William R. Heitz</u>	<u>Manager</u>		
<u>1801 S. Federal Hwy., Ste. 305</u>			
<u>Delray Beach, FL 33483</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.)

FILED
 99 SEP 13 PM 3:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**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:

C & F Switching, L.L.C.

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

William R. Heitz, P.A.

(Name)

1801 South Federal Highway, Suite 305

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

Delray Beach

FL

33483

City/State/Zip

FILED
99 SEP 13 PM 3:35
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.

William R. Heitz, for William R. Heitz, P.A.

(Signature) William R. Heitz

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 _____
C & F Switching, 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 \$ 1,000.00;
- 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 \$ 1,000.00.
(This total includes amounts from 2 and 3 above.)

William R. Heitz, Authorized Rep. on behalf of C & F Switching, LLC
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.)

William R. Heitz

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 SEP 13 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C & F SWITCHING, L.L.C." 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 NINTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "C & F SWITCHING, L.L.C." WAS FORMED ON THE EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3053508 8300

991376223

AUTHENTICATION:

DATE:

9961369

09-09-99

99 SEP 13 PM 3:35

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA