

P33830

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

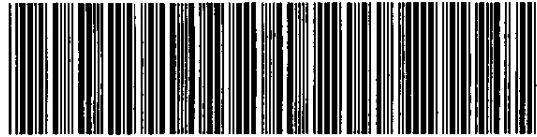
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



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12/11/09--01005--013 **43.75

FILED
2009 DEC 28 P 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Thelms
12-30-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VIDEOSTAR CONNECTIONS, INC.
Name of Corporation

DOCUMENT NUMBER: P33830

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SCOTT LENAHAN
Name of Contact Person

CONVERGENT MEDIA SYSTEMS CORPORATION
Firm/Company

180 Bluegrass Valley Parkway
Address

Alpharetta, GA 30005
City/State and Zip Code

dixs@convergent.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SCOTT LENAHAN at (770) 369-9671
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CONVERGENT

Convergent Media Systems Corporation
190 Bluegrass Valley Parkway
Alpharetta, GA 30005
(770) 369-9000

December 19, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

TO: Teresa Brown, Regulatory Specialist II
FR: Stephen D. Dix, SVP & General Counsel

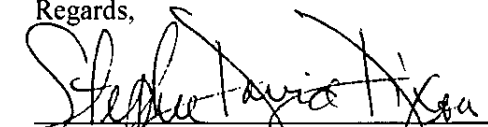
RE: **Release of Corporate Name**

Please accept this request to bypass the 180-day waiting period for release of a corporate name after voluntary dissolution as follows:

1. The corporate entity identified as P09000089316 hereby releases the name "Convergent Media Systems Corporation", and will not revoke the voluntary dissolution of this entity. Dissolution was effective 11/13/2009.
2. Per the attached documents, the corporate entity identified as P33830, "Videostar Connections, Inc", is requesting its name be changed to "Convergent Media Systems Corporation", to be effective as soon as your office can allow. The dissolved entity, P09000089316, supports this change.

Thank you for your assistance with this request.

Regards,


Stephen D. Dix, Secretary Date



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2009

SCOTT LENAHAN
CONVERGENT MEDIA SYSTEMS CORPORATION
180 BLUEGRASS VALLEY PARKWAY
ALPHARETTA, GA 30005

SUBJECT: VIDEOSTAR CONNECTIONS, INC.
Ref. Number: P33830

We have received your document for VIDEOSTAR CONNECTIONS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number five of the application.

Simply adding "of Florida" or "Florida" to the end of a name 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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 209A00038285

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P33830

(Document number of corporation (if known))

FILED
7009 DEC 28 P 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. VIDEOSTAR CONNECTIONS, INC.
(Name of corporation as it appears on the records of the Department of State)
2. GEORGIA 3. 4/29/1991
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? DECEMBER 17, 1992

5. CONVERGENT MEDIA SYSTEMS CORPORATION
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Stephen D. Dix
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Control No. J412904

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

CONVERGENT MEDIA SYSTEMS CORPORATION

Domestic Profit Corporation

was formed or was authorized to transact business on 12/07/1979 in Georgia. 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 1st day of December, 2009

A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 923520514
CONTROL NUMBER: 8412904
EFFECTIVE DATE: 12/17/1992
REFERENCE : 0045
PRINT DATE : 12/17/1992
FORM NUMBER : 614

MORRIS, MANNING & MARTIN
PEGGY J. BAILEY
1600 ATLANTA FINANCIAL CENTER
3343 PEACHTREE RD. N.E.
ATLANTA, GA 30326

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

VIDEOSTAR CONNECTIONS, INC.
a domestic profit corporation

have been duly restated and amended and the corporate name changed to

CONVERGENT MEDIA SYSTEMS CORPORATION

by the filing of articles of restatement in the office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

ARTICLES OF AMENDMENT AND RESTATEMENT

The Articles of Incorporation of VideoStar Connections, Inc. are hereby amended and restated to be and read as follows:

I.

The name of the corporation is:

CONVERGENT MEDIA SYSTEMS CORPORATION
(hereinafter referred to as "the Corporation")

II.

The Corporation shall have perpetual duration.

III.

The Corporation is organized as a corporation for profit and may engage in any lawful activity and have any purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia (including but not limited to selling on a national and international basis teleconferencing and programming transmitted via satellite and selling other related and/or similar services) and shall be authorized to carry on any lawful business and to take any lawful actions necessary in connection therewith or incident thereto.

IV.

The Corporation shall have authority, to be exercised by its Board of Directors, to issue 10,000 shares of common stock. The preemptive rights provided by Section 14-2-630 of the Georgia Business Corporation Code shall not be available to shareholders of the Corporation. The Corporation may purchase its own shares of capital stock and pay dividends out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

V.

The mailing address of the principal office of the Corporation is:

3490 Piedmont Road
Suite 800
Atlanta, Georgia 30305-1743.

VI.

The registered office of the Corporation shall be at 1600 Atlanta Financial Center, 3343 Peachtree Road, N.E., Atlanta, Fulton County, Georgia 30326. The registered agent of the Corporation shall be Stanley G. Brading, Jr.

VII.

Any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders' of the Corporation, or which may be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action so taken, is signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

VIII.

No director of the Corporation shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article VIII shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. This Article VIII shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when Section 14-2-202(b)(4) of the Georgia Business Corporation Code became effective. Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VIII, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be executed by a duly authorized officer on the 15 day of November, 1992.

VIDEOSTAR CONNECTIONS, INC.

By: Murray T. Holland
Murray T. Holland
President

SECRETARY OF STATE
NOV 17 12 22 PM '92

**CERTIFICATE REGARDING ARTICLES OF AMENDMENT
AND RESTATEMENT OF VIDEOSTAR CONNECTIONS, INC.**

The undersigned, Murray T. Holland, the President of VideoStar Connections, Inc. (the "Corporation"), a Georgia corporation, does hereby certify pursuant to §14-2-1007(d) of the Official Code of Georgia Annotated (the "Code") the following:

1. The name of the Corporation is VideoStar Connections, Inc.
2. The Articles of Amendment and Restatement of the Corporation contain an amendment to the Articles of Incorporation of the Corporation which requires shareholder approval.
3. The amendments to the Articles of Incorporation currently on file with the Secretary of State are included in the Articles of Amendment and Restatement attached hereto as Exhibit A, and are as follows: Articles I, V, VII, VIII and X of the Articles of Incorporation have been deleted in their entirety and replaced by the new Articles I and VIII, as designated at Exhibit A.
4. The Articles of Amendment and Restatement were adopted on December __, 1992.
5. The Articles of Amendment and Restatement were approved by the sole Shareholder of the Corporation in accordance with O.C.G.A. Section 14-2-1003.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate the 15 day of December, 1992.


Murray T. Holland, President

SECRETARY OF STATE
Dec 17 12 22 PM '92
BSR (1)

EXHIBIT A

ARTICLES OF AMENDMENT AND RESTATEMENT

The Articles of Incorporation of VideoStar Connections, Inc. are hereby amended and restated to be and read as follows:

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The name of the corporation is:

CONVERGENT MEDIA SYSTEMS CORPORATION
(hereinafter referred to as "the Corporation")

II.

The Corporation shall have perpetual duration.

III.

The Corporation is organized as a corporation for profit and may engage in any lawful activity and have any purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia (including but not limited to selling on a national and international basis teleconferencing and programming transmitted via satellite and selling other related and/or similar services) and shall be authorized to carry on any lawful business and to take any lawful actions necessary in connection therewith or incident thereto.

IV.

The Corporation shall have authority, to be exercised by its Board of Directors, to issue 10,000 shares of common stock. The preemptive rights provided by Section 14-2-630 of the Georgia Business Corporation Code shall not be available to shareholders of the Corporation. The Corporation may purchase its own shares of capital stock and pay dividends out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

V.

The mailing address of the principal office of the Corporation is:

1490 Piedmont Road
Suite 800
Atlanta, Georgia 30305-1743.

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Any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders of the Corporation, or which may be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action so taken, is signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. Notice shall be given within ten (10) days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

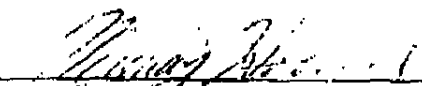
VIII.

No director of the Corporation shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article VIII shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. This Article VIII shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when Section 14-2-202(b)(4) of the Georgia Business Corporation Code became effective. Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VIII, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be executed by a duly authorized officer on the day of 2-26-88, 1988.

VIDEOSTAR CONNECTIONS, INC.

By:


Murray T. Holland
President

CERTIFICATE REGARDING PUBLICATION

The undersigned certifies that, prior to the filing of the Articles of Amendment and Restatement of VideoStar Connections, Inc., a request for publication of a notice of intent to file the Articles of Amendment and Restatement and payment therefor was mailed or delivered to the Fulton County Daily Report as required by § 14-2-1006.1 of the Georgia Business Corporation Code.

This 15 day of December, 1992.

VIDEOSTAR CONNECTIONS, INC.

By: 

Murray T. Holland
President