

F010000002996

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Paradyne Finance Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeanne Ebling
(Name of Person)

Paradyne Corporation
(Firm/Company)

8545 - 126th Avenue N.
(Address)

Largo, Florida 33773
(City/State and Zip code)

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 01 JUN -5 PM 3:50
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 W01
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For further information concerning this matter, please call:

Peter Staffopoulos at (727) 530-8503
(Name of Person) (Area Code & Daytime Telephone Number)

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 *****78.75 *****78.75

STREET ADDRESS:
 Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:
 Registration Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

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 ***1150.00 ***1150.00

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status
 \$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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TALLAHASSEE FLORIDA

May 23, 2001

JEANNE EBLING
PARADYNE CORPORATION
8545 - 126TH AVENUE N.
LARGO, FL 33773

SUBJECT: PARADYNE FINANCE CORPORATION
Ref. Number: W01000011753

We have received your document for PARADYNE FINANCE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,1050.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 001A00031765

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PARADYNE FINANCE CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 59-3633901
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 22, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8545 - 126th Avenue N., Largo, Florida 33773
(Principal office address)
8545 - 126th Avenue N., c/o Tax Department, Largo, Florida 33773
(Current mailing address)
8. Finance Data Communication Equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION SYSTEM
Office Address: 1200 S Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara A Burke **BARBARA A. BURKE**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Sean E. Belanger

Address: 3009 Oakmont Drive
Clearwater, FL 34621

Vice Chairman: Patrick M. Murphy

Address: 4506 W Dale Avenue
Tampa, FL 33609

Director:

Address:

Director:

Address:

B. OFFICERS

President: Sean E. Belanger

Address: 3009 Oakmont Drive
Clearwater, FL 34621

Vice President: Patrick M. Murphy

Address: 4506 W. Dale Avenue
Tampa, FL 33609

Secretary: Patrick M. Murphy

Address: 4506 W. Dale Avenue, Tampa, FL 33609

Treasurer: Patrick M. Murphy

Address: 4506 W. Dale Avenue, Tampa, FL 33609

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick M. Murphy, V.P., CFO, Secretary, Treasurer, Controller

(Typed or printed name and capacity of person signing application)

11/09/00

PARADYNE FINANCE CORPORATION - FEDERAL I.D. #59-3633901

SCHEDULE OF CORPORATE OFFICERS AND DIRECTORS

NAME	TITLE	RESIDENCE ADDRESS	SOCIAL SECURITY
Sean E. Belanger	President & Director	3009 Oakmont Drive Clearwater, FL 34621	227-80-8250
Patrick M. Murphy	V.P., CFO, Secretary, Treasurer, Controller & Director	4506 W. Dale Avenue Tampa, FL 33609	278-60-9990
Patricia Hayes	Vice President	4375 Rutledge Drive Palm Harbor, FL 34685	297-42-5428

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARADYNE FINANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1099221

DATE: 04-25-01

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