

F 99000001364

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SYNERGY MEDIA SYSTEMS, INC.
(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: 500002802305--4
-03/11/99--01058--002
*****70.00 *****70.00

ANDREW G. SHATTUCK
(Name of Person)

SYNERGY MEDIA SYSTEMS, INC
(Firm/Company)

478 EAST ST
(Address)

MIDDLETOWN CT 06457
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA
99 MAR 11 AM 9:45
FILED
WL 3/12

Should you need to call someone concerning this matter, please call:

ANDREW SHATTUCK at (860) 347-6364
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

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. SYNERGY MEDIA SYSTEMS, INC
(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. 06-1537469
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEB 12, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. FEB 23, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 478 EAST ST.
MIDDLETOWN, CT 06457
(Current mailing address)

8. CABLE INSTALLATION
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

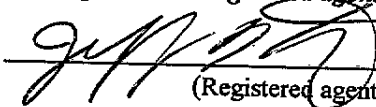
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jeffrey Knight

Office Address: 6056 Ulmerton Road
Clearwater, Florida, 33760
(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.


(Registered agent's signature)

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.

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Andrew G. Shattuck

Address: 478 East Street
Middletown, CT 06457

Vice Chairman: Lisa M. Shattuck

Address: 478 East Street
Middletown, CT 06457

Director: Troy A. Abbotts

Address: 356 Nichols Avenue
Stratford, CT 06497

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Andrew G. Shattuck

Address: 478 East Street
Middletown, CT 06457

Vice President: Troy A. Abbotts

Address: 356 Nichols Avenue
Stratford, CT 06497

Secretary: Lisa M. Shattuck

Address: 478 East Street
Middletown, CT 06457

Treasurer: Lisa M. Shattuck

Address: (see above)

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

13. Andrew G. Shattuck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew G. Shattuck, President
(Typed or printed name and capacity of person signing application)

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 "SYNERGY MEDIA SYSTEMS, INC." 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 FEBRUARY, A.D. 1999.

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

FILED
99 MAR 11 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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991074490



9597596
02-25-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: