

ATTACHMENT I

ACN COMMUNICATION SERVICES, INC.

ARTICLES OF INCORPORATION
&
ILLINOIS CERTIFICATE OF AUTHORITY

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)

FILED

APR 30 1999

Name

David L. Steinberg, P.C.

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Address

1760 South Telegraph Road, Suite 300

City

Bloomfield Hills, MI

State

Zip Code

48302

04/26/1999 CS&L RECD
Trans 01340417

ACN

00013724
Total \$60.00

Corps Org & Filing & LLC art

EFFECTIVE DATE:

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105-21A

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

ACN Communication Services, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares -0-

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

32991 Hamilton Court, Farmington Hills, Michigan 48334
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: David L. Steinberg, Esq.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

| Name | Residence or Business Address |
|---------------------------|--|
| <u>David L. Steinberg</u> | <u>1760 S. Telegraph Rd. Ste. 300</u> <u>Bloomfield Hills, MI 48302</u> |
| | |
| | |
| | |

ARTICLE VI (Optional. Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

VIII
ARTICLE VIII

All stock shall be deemed Section 1244 stock pursuant to the IRS Code as amended.

I, (We), the incorporator(s) sign my (our) name(s) this 23 day of April, 1999.

David L. Steinberg

DAVID L. STEINBERG



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 17, 1999

6077-293-2

C T CORPORATION SYSTEM
600 SOUTH SECOND STREET
SPRINGFIELD, IL 62704

RE ACN COMMUNICATION SERVICES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

NOV 17 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11-17-99
License Fee \$ _____
Franchise Tax \$ 550.00
Filing Fee \$ 75.00
Penalties \$ _____
Approved: [Signature] \$ 625.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order
payable to "Secretary of State."

1. (a) CORPORATE NAME: ACN COMMUNICATION SERVICES, INC. MA

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan
(b) Date of Incorporation: April 30, 1999
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 32991 Hamilton Court, Farmington Hills, Michigan 48334
(b) Address of principal office in Illinois: None
(if none, so state)

EXPEDITED

NOV 17 1999

SECRETARY OF STATE

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent C T Corporation System
First Name Middle Name Last Name
Registered Office c/o C T Corporation System, 208 S. La Salle street
Number Street Suite #
Chicago 60604 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Michigan.

6077-293-2 and residential addresses of officers and directors:

| Name | No. & Street | City | State | ZIP |
|----------------------------------|---------------------------------------|-------------------|-----------|--------------|
| President <u>Greg Provenzano</u> | <u>18202 Harbor Light Blvd.</u> | <u>Cornelius</u> | <u>NC</u> | <u>28031</u> |
| Secretary <u>Jayne Dorka</u> | <u>15593 Melain Ave.</u> | <u>Allen Park</u> | <u>MI</u> | <u>48101</u> |
| Director | <u>see attached list of directors</u> | | | |
| Director | | | | |
| Director | | | | |

If more than 3, attach list

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF ACN COMMUNICATION SERVICES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF MICHIGAN HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 17TH day of NOVEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Michigan Business Corporation Act and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

| Class | Series | Par Value | Number of Shares Authorized | Number of Shares Issued |
|--------|-------------|--------------|-----------------------------|-------------------------|
| Common | (No series) | No par value | 60,000 | |

9. Paid-in Capital: \$ 11,000,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 9,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 21,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1,000,000

11. Interrogatories: (Important — this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Office: 32991 Hamilton Court, Farmington Hills, Michigan 48334.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 0
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated August 31, 1999 ACN COMMUNICATION SERVICES, INC.
(Month & Day) (Year) (Exact Name of Corporation)

attested by Jayne Diorke by Greg Provenzano
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Jayne Diorke, Sec-Pres. Greg Provenzano, President
(Type or Print Name and Title) (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

**Directors of
ACN COMMUNICATION SERVICES, INC.**

1. Greg Provenzano
18202 Harbor Light Blvd.
Cornelius, NC 28031
2. Robert Stevanovski
16512 Pelican Point Lane
Cornelius, NC 28031
3. Anthony Cupisz
4043 Hillside Drive
Clarkston, MI 48346
4. J.D. Sullivan
289 Baupre
Grosse Pointe Farms, MI 48236
5. David Stevanovski
5760 Winkler Road
Rochester, MI 48306