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The Montana Power Company  
Corporate and Shareholder Services

July 20, 2000

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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-08/04/00--01074--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Touch America, Inc.

Dear Sir/Madam:

I am enclosing an APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOREIGN CORPORATION for Touch America, Inc. and a check to cover the filing fees involved. Please send confirmation when this qualification has been complete. If you have any concerns please call at 406-497-2695. Thank you for your attention to this matter.

Sincerely,

Linda Keele  
Investor Services

LK  
Encl.

Pc enclosures: Greg Gollehon

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SECRETARY OF STATE  
TALAMON/EE/PL/SDA

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**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Touch America, 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:

Linda Keele  
(Name of Person)  
The Montana Power Company  
(Firm/Company)  
40 E Broadway  
(Address)  
Butte, MT 59701  
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Linda Keele at ( 406 ) 497-2695  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

**MAILING ADDRESS:**

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

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. Touch America, 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. Montana 3. 81-0424592  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 13, 1983 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o R. M. Ralph, 40 E Broadway  
Butte, MT 59701  
(Current mailing address)  
Telecommunication systems & equipment. Telecommunication systems & equipment.
8. \_\_\_\_\_  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip code)

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**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.*

Corporation Service Company  
By: [Signature]  
(Registered agent's signature)  
Assistant Vice President

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 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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider A

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

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

13. *R M Ralph*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. M. Ralph, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

Touch America, Inc.  
directors as of Thursday, July 20, 2000

riders A

<i>Name</i>	<i>Business Address</i>	<i>Dates</i>
<b>Perry J. Cole</b>	The Montana Power Company 40 East Broadway Butte, Montana 59701	
<b>Robert P. Gannon</b>	Vice Chairman of the Board & President The Montana Power Company 40 East Broadway Butte, Montana 59701	
<b>Michael J. Meldahl</b>	The Montana Power Company 40 East Broadway Butte, Montana 59701	
<b>Jerrold P. Pederson</b>	The Montana Power Company 40 East Broadway Butte, Montana 59701	
<b>Daniel J. Sullivan</b>	Montana Power Company 40 E Broadway Butte, Montana 59701	
<b>George D. Wright</b>	Montana Power Company 40 E Broadway Butte, Montana 59701	

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[A] indicates an Associate Director

**Touch America, Inc.**  
**officers as of Thursday, July 20, 2000**

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
<b>John J. Burke</b>	<b>Controller</b>	Address not on file
<b>Robert E. Cenek</b>	<b>Vice President, Human Resources</b>	Address not on file
<b>Perry J. Cole</b>	<b>Senior Vice President, Sales Solutions</b>	40 East Broadway Butte, Montana 59701
<b>Kevin P. Dennehy</b>	<b>Vice President, Venture Integration</b>	Address not on file
<b>Liza L. Dennehy</b>	<b>Vice President, Wireless Solutions</b>	Address not on file
<b>Patrick T. Fleming</b>	<b>Vice President and General Counsel</b>	Address not on file
<b>Harrison J. Freebourn</b>	<b>Treasurer</b>	16 East Granite Butte, Montana 59701
<b>Dan L. Gay</b>	<b>Vice President, Marketing</b>	Address not on file
<b>Patrick M. Hogan</b>	<b>Vice President, Interconnect Solutions</b>	Address not on file
<b>Ernest J. Kindt</b>	<b>Assistant Controller</b>	40 East Broadway Butte, Montana 59701

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 SECRETARY GENERAL  
 TALLAHASSEE, FLORIDA  
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Touch America, Inc.  
officers as of Thursday, July 20, 2000

rider A

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Steve G. Maederer	Vice President of Wholesale Solutions	Address not on file
Thomas P. McGree	Vice Present, Network Operations	Address not on file
Michael J. Meldahl	President and Chief Operating Officer	40 East Broadway Butte, Montana 59701
Pamela K. Merrell	Secretary	40 East Broadway Butte, Montana 59701
George D. Paul	Vice President, Customer Service	Address not on file
Jerrold P. Pederson	Vice President and Chief Financial Officer	40 East Broadway Butte, Montana 59701
Rose M. Ralph	Assistant Secretary	40 East Broadway Butte, Montana 59701
Rita H. Spear	Vice President, Networks	Address not on file
Barbara A. Street	Assistant Secretary	40 E Broadway Butte, Montana 59701
Robert P. Gannon	Chairman of the Board	40 East Broadway Butte, Montana 59701

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**SECRETARY OF STATE**  
**STATE OF MONTANA**

**CERTIFICATE OF EXISTENCE**

I, **Mike Cooney**, Secretary of State of the State of Montana, do hereby certify that

**TOUCH AMERICA, INC.**

Duly filed its Articles of Incorporation in this office on **07/13/1983**, and on that date was created a body politic and corporate.

I further certify that all taxes, fees and penalties owed to this state have been paid by said corporation and that the most recent annual report has been filed with this office.

I further certify that no articles of dissolution have been placed on record in this office by said corporation and my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact in business and conduct its affairs in this state.

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STATE OF MONTANA  
HELENA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this **July 19, 2000**.

**MIKE COONEY**  
Secretary of State

