

CT CORPORATION

F0200000 2767

CORPORATION(S) NAME

Broadband Express, Inc.

FILED
02 JUN -4 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

500005677685-4
06/04/02 01017-013
*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

BK

5

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

6/4/02

Order#: 5379971
 Ref#: _____
 Amount: \$ _____

RECEIVED
02 JUN -4 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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

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- 1. Broadband Express, 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 (State or country under the law of which it is incorporated)
3. 47-0858766 (FEI number, if applicable)
4. 04/4/2002 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual (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. 33 Collegeview Road, Westerville, OH 43081 (Principal office address)
same (Current mailing address)

8. Telecommunications Outsourcing service provider (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: C T Corporation System
Office Address: 1200 South 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.

By: C T Corporation System C. A. Record, Asst. Secretary (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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

SEE ATTACHMENT

President: James MacGeorge

Address: 33 Collegeview Road

Westerville, OH 43081

Vice President: Joseph Danno

Address: 33 Collegeview Road

Westerville, OH 43081

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

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

14. Timothy R Coffey, Treasurer

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

Officers & Directors

- | | | |
|----|--|---|
| 1. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | James MacGeorge
Officer
President
33 Collegeview Road
Westerville
OH
43081 |
| 2. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Timothy R Coffey
Officer
Chief Financial Officer
33 Collegeview Road
Westerville
OH
43081 |
| 3. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Joseph Danno
Officer
VP Operations East
33 Collegeview Road
Westerville
OH
43081 |
| 4. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Don Burns III
Officer
VP Operations West
33 Collegeview Road
Westerville
OH
43081 |
| 5. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Adam Herman
Officer
Vice President
33 Collegeview Road
Westerville
OH
43081 |

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DIRECTORS

Doug Berman	Same as above
Arthur Heller	Same as above

Delaware

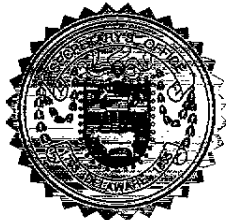
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADBAND EXPRESS, 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 THIRTIETH DAY OF MAY, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3510686 8300

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AUTHENTICATION: 1804353

DATE: 05-30-02