

MC CORPORATION SYSTEM

CORPORATION NAME

McGraw Communications, Inc.

000006488080--0

-07/18/02--01063--001

*****70.00 *****70.00

| | | |
|--|---|---|
| <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 | | |

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

7/18/02

Order#: 5380273

Ref#: _____

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

FILED
02 JUL 18 PM 1:48
TALLAHASSEE, FLORIDA
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02 JUL 18 AM 11:57
DIVISION OF CORPORATION

7/18/02

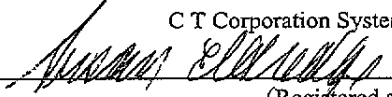
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. McGraw Communications, 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. New York 3. 13-3896087
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/25/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 07/01/2002
(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. 228 East 45th Street, New York, NY 10017
(Principal office address)
same
(Current mailing address)
8. provision of telecommunications services
(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
(Registered agent's signature) Susan L. Eldredge
Asst. Secretary & V. 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 business addresses of officers and/or directors:

A. DIRECTORS *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Francis X. Ahearn

Address: 228 East 45th Street

New York, NY 10017

Director: Jay Monaghan

Address: 228 East 45th Street

New York, NY 10017

B. OFFICERS *SEE ATTACHMENT*

President: Francis X. Ahearn

Address: 228 East 45th Street

New York, NY 10017

Vice President: Jay Monaghan

Address: 228 East 45th Street

New York, NY 10017

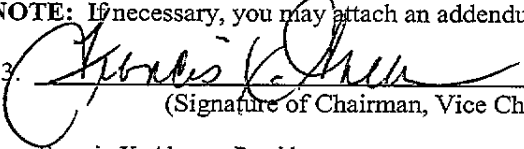
Secretary: _____

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. Francis X. Ahearn, President
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

1. Full Name: Francis X. Ahearn
Officer/Director: Officer, Director
Officer's Title: President
Director's Title: Other Director
Business Address: 228 East 45th Street
City: New York
State: NY
ZIP Code: 10017

2. Full Name: Jay Monaghan
Officer/Director: Officer, Director
Officer's Title: Vice President
Director's Title: Other Director
Business Address: 228 East 45th Street
City: New York
State: NY
ZIP Code: 10017

3. Full Name: John Cunningham
Officer/Director: Officer, Director
Officer's Title: Chief Operating Officer
Director's Title: Other Director
Business Address: 228 East 45th Street
City: New York
State: NY
ZIP Code: 10017

FILED
02 JUL 18 PM 1:48
TALLAHASSEE, FLORIDA

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of MCGRAW COMMUNICATIONS, INC. was filed on 06/25/1996, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of June
two thousand and two.*

Special Deputy Secretary of State