

F96000006141
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002012593--3
-11/22/96--01074--008
*****70.00 *****70.00

SUBJECT: FIBERNET, 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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 22 PM 3 26

ROBERT E. HAYMOND
(Name of Person)

DIGITAL NETWORK SERVICES, INC.
(Firm/Company)

400 E. CENTRE PARK BLVD. STE. 100
(Address)

DESOIT, TX 75115-8802
(City/State/Zip)

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

ROBERT HAYMOND
(Name of Person)

at (972) 224-3000
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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. FIBERNET, 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. NEVADA (State or country under the law of which it is incorporated)
3. 75-2587323 (FEI number, if applicable)
4. DEC. 30, 1994 (Date of Incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")
6. NO TRANSACTIONS (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.)

7. 400 E. CENTRE PARK STE. 205 DESOTO, TX 75115 (Current mailing address)

8. LONG DISTANCE TELECOMMUNICATION SERVICES (Purpose(s) of corporation authorized in home state or country to be carried out in the 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

Office Address: 1200 S. PINE ISLAND RD.

PLANTATION, Florida, 33324 (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)

MICHAEL E. JONES ASSISTANT SECRETARY

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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 96 NOV 22 11 3

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: ADOLF NUSSBAUM

Address: 560 ROBIN ROAD, CEDAR HILL, TX 75104

Vice Chairman: _____

Address: _____

Director: LUONG N. NUSSBAUM

Address: 560 ROBIN ROAD, CEDAR HILL, TX 75104

Director: _____

Address: _____

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

President: ADOLF NUSSBAUM

Address: 400 E. CENTRE PARK BLVD., SUITE 205
DESO TO, TX 75115

Vice President: _____

Address: _____

Secretary: LUONG N. NUSSBAUM

Address: 400 E. CENTRE PARK BLVD., SUITE 205
DESO TO, TX 75115

Treasurer: LUONG N. NUSSBAUM

Address: 400 E. CENTRE PARK BLVD., SUITE 205
DESO TO, TX 75115

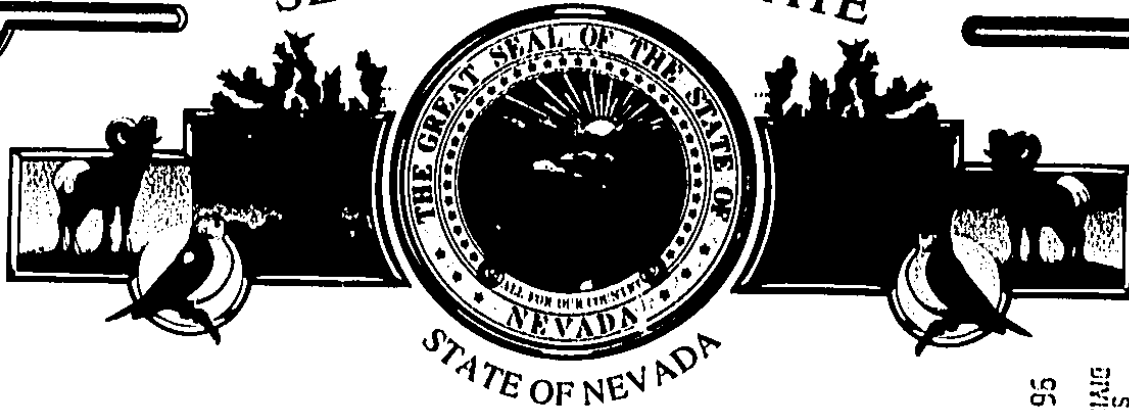
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Adolf Nussbaum*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ADOLF NUSSBAUM, PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
95 NOV 22 PM 3 26
DALLAS COUNTY TEXAS

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 22 PM 3:22

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FIBERNET, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 30, 1994 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 26, 1996.



Dean Heller

Secretary of State

By

Linda Propp

Certification Clerk