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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MVX Communications, Inc.  
(Name of corporation - must include suffix)

500002394185-4  
-01/08/98-01083-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Lynn Burlingame  
(Name of Person)  
Lance Steinhart, Attorney at Law  
(Firm/Company)  
6455 East Johns Crossing, Suite 285  
(Address)  
Duluth, Georgia 30097  
(City/State/Zip)

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

Lynn Burlingame at ( 770 ) 232-9200  
(Name of Person) (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. MVX 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. California (State or country under the law of which it is incorporated)      3. 68-0354065 (FEI number, if applicable)

4. December 21, 1994 (Date of Incorporation)      5. Perpetual (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. 1730 S. El Camino Real, Ste 500  
San Mateo, California 94402  
(Current mailing address)

8. Telecommunications Services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

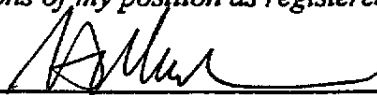
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Richard A. Murdoch

Office Address: 980 N. Federal Highway, Suite 410  
Boca Raton, Florida, 33432  
(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)

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.

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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)**

Director Ronald Weiser  
Chairman: \_\_\_\_\_

Address: 1730 S. El Camino Real, Ste 500 San Mateo, CA 94402

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

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

Director: Dr. Larry Brilliant

Address: 1730 S. El Camino Real, Ste. 500 San Mateo, CA

Director: Ed Brinskele

Address: 1730 S. El Camino Real, Ste 500 San Mateo CA 94402

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

President/CEO Ed Brinskele

Address: 1730 S. El Camino Real, Ste 500  
San Mateo, CA 94402

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

Address: Paul Farmer

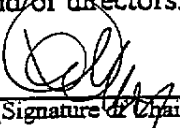
CFO/  
Secretary / Treasurer 1730 S. El Camino Real, Ste 500  
San Mateo, CA 94402

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

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

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

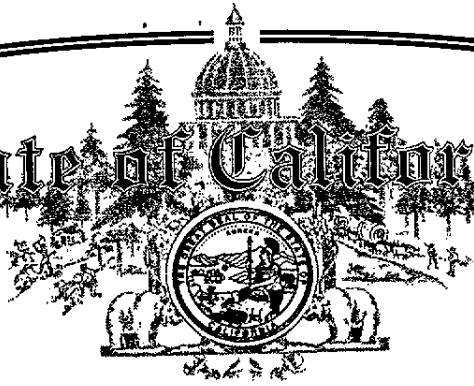
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. ED BRINSKELE - CEO/PRESIDENT  
(Typed or printed name and capacity of person signing application)

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# State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS  
DOMESTIC CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 21st day of December, 1994,

MVX COMMUNICATIONS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 26, 1997.



*Bill Jones*

Secretary of State