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February 12, 1998

OFFICE OF THE SECRETARY OF STATE
Foreign Section-Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002432354--1
-02/17/98--01016--007
*****70.00 *****70.00

Re: Big Planet, Inc.

*Professional
Certification
Services
International*

Dear Secretary of State:

Please find enclosed an application for foreign corporation status in the state of Florida for Big Planet, Inc. Any expeditious treatment of this request would be appreciated.

If you should have any questions or need any further information, please feel free to contact me at (817)281-4727.

I am enclosing a self-addressed stamped envelope for you to mail the certificate of authority to my attention.

Thank you for your assistance.

Sincerely,
PCSI

Dana Hoyle
Director of Regulatory Affairs

Enclosures

FILED
98 MAR 13 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W98-3579

98 3/13

Information for toll-free numbers just got a new number.sm
1-800-555-1414

500 GRAPEVINE HWY.
SUITE 300
HURST, TEXAS 76054
TEL: (817) 281-4727
FAX: (817) 281-4827
<http://www.turn4com.com>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

DANA HOYLE
PCSI
500 GRAPEVINE HWY, SUITE 300
HURST, TX 76054

SUBJECT: BIG PLANET, INC.
Ref. Number: W98000003579

We have received your document for BIG PLANET, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 998A00009241

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:

Big Planet, Inc.

1. _____
(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.)

Utah

2. _____ 3. 87-0571090
(State or country under the law of which it is incorporated) (FEI number, if applicable)
perpetual

4. October 29, 1997 5. _____
(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. 75 West Center Street Provo, Utah 84601

(Current mailing address)

8. telecommunications services provider
(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: Corporation Service Company
1201 Hays Street

Office Address: _____

Tallahassee, Florida, 32301
(Zip Code)

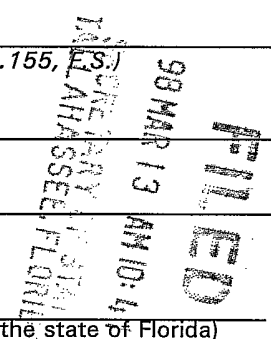
10. Registered agent's acceptance:

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.

Corporation Service Company

By: Robbie Gonzalez asst. vice president 2/9/98
(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.



RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard W. King do hereby certify
(Name)

that this Resolution of the Board of Directors of Big Planet, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Utah,

was duly adopted on March 2, 1998.

Be it resolved, that Big Planet, Inc.
(Corporate Name)

organized and existing in the State of Utah, hereby adopts the name

Big Planet, Inc. dba Big Planet of Utah, Inc. for use in Florida.

Dated: March 3, 1998



Signature of either Chairman, Vice Chairman or any officer

Richard W. King, President

Type or print name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Richard King
Address: 75 West Center Street
Provo, Utah 84601

Vice Chairman: Steven J. Lund
Address: 75 West Center Street
Provo, Utah 84601

Director: Blake M. Roney
Address: 75 West Center Street
Provo, Utah 84601

Director: Keith R. Halls
Address: 75 West Center Street Provo, Utah 84601
75 West Center Street Provo, Utah 84601

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

President: Richard King
Address: 75 West Center Street Provo, Utah 84601

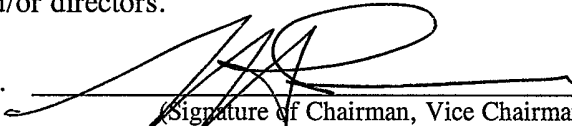
Vice President: Michael Anderson
Address: 75 West Center Street Provo, Utah 84601

Secretary: Steven J. Lund
Address: 75 West Center Street Provo, Utah 84601

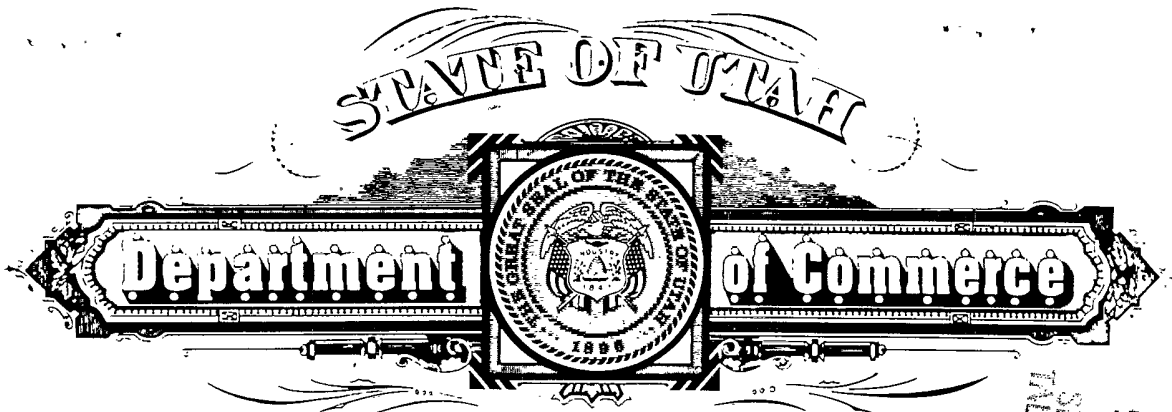
Treasurer: _____
Address: _____

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TALLAHASSEE, FLORIDA

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

13.  2/3/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Michael Anderson, Vice President
(Typed or printed name and capacity of person signing application)



**CERTIFICATION
OF GOOD STANDING**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

FILED
98 MAR 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BIG PLANET, INC.

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah law has been filed, and that Articles of Dissolution have not been filed. A Certificate of Incorporation was issued from this office on *OCTOBER 29, 1997* and said corporation is in good standing, as appears of record in the offices of the Division.

This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 204784*



Dated this 27TH day
of January, 19 98.

Korla S. Woods

Korla T. Woods
Director, Division of
Corporations and Commercial Code