

F99000001991



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202931 4329917

AUTHORIZATION : Patricia Pigeto

COST LIMIT : \$ 70.00

ORDER DATE : April 13, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 202931-025

CUSTOMER NO: 4329917

CUSTOMER: Winafred Brantl, Legal Asst
Kelley, Drye & Warren
1200 19th Street, N.w.
Suite #500
Washington, DC 20036

600002841906--1

FOREIGN FILINGS

NAME: CABLE & WIRELESS GLOBAL
MARKETS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

RECEIVED

99 APR 16 AM 10:42

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 PM 1:31
H 4/16

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. CABLE & WIRELESS GLOBAL MARKETS, 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. 54-1931494
(FEI number, if applicable)
4. MAY 5, 1998
(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. 1275 PENNSYLVANIA AVENUE

WASHINGTON, D.C. 20004

(Current mailing address)

The Company provides telecommunications services to multinational corporate clients. It is a wholly-owned subsidiary of Cable and Wireless, plc, one of the world's leading telecommunications companies.

8. (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

Office Address: 1201 Hays Street

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: Anthony J. Johnson
(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) (See Attached Addendum)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

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. _____

ROBIN BEESLEY, President

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

ADDENDUM TO
CABLE & WIRELESS GLOBAL MARKETS, INC.
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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

A. DIRECTORS:

James Finian Crowe
1275 Pennsylvania Avenue
Washington, DC 20004

Joseph Daniel Fitz, II
1275 Pennsylvania Avenue
Washington, DC 20004

B. OFFICERS:

President

Robin Beesley
1275 Pennsylvania Avenue
Washington, DC 20004

Secretary

Andrew Haire
1275 Pennsylvania Avenue
Washington, DC 20004

Assistant Secretary

Marcello Hallake
1275 Pennsylvania Avenue
Washington, DC 20004

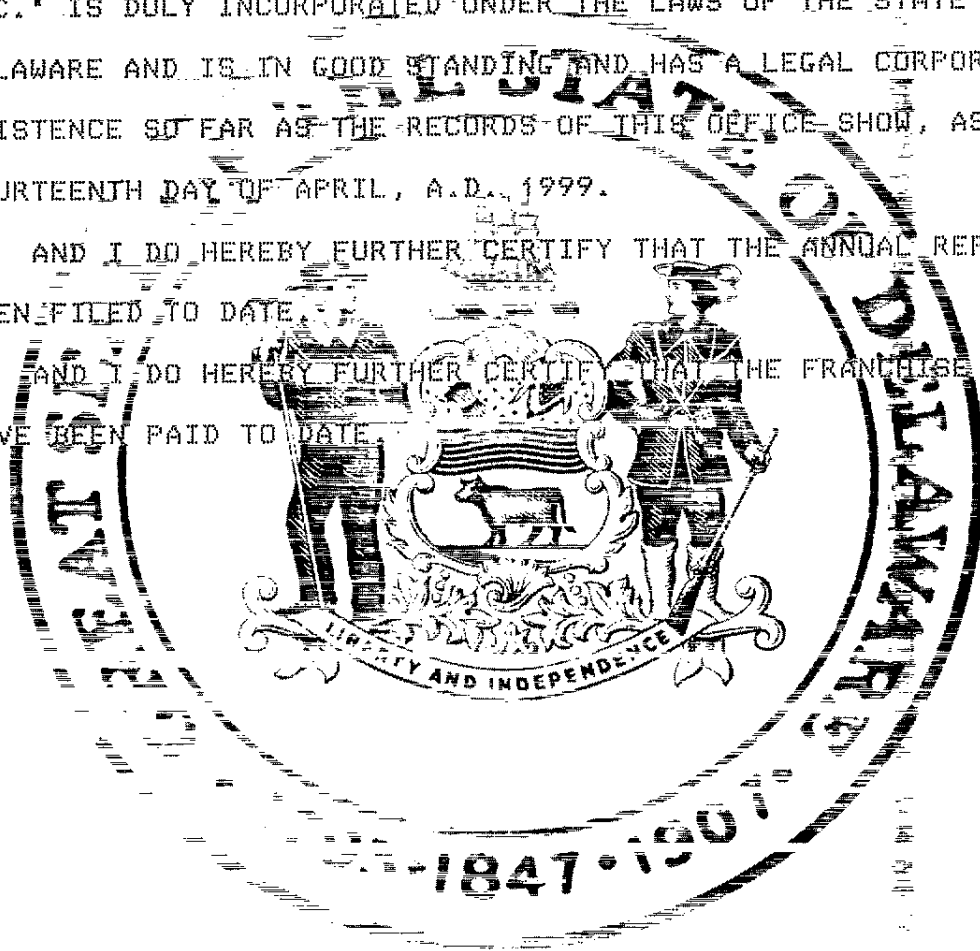
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE & WIRELESS GLOBAL MARKETS, 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 FOURTEENTH DAY OF APRIL, A.D., 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 16 PM 1:31



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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04-14-99