F99000002696

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

200002882072--6
-05/21/99--01027--004
*****78.75 *****78.75

DATE: 5-21-99

REF. #: 0269.6896

CORP. NAME: MVX. Com Communications, Inc

( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME
(X) CERT. OF AUTHORITY ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3
( ) OTHER:

STATE FEES PREPAID WITH CHECK# 5007 FOR $ 78.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: $

PLEASE RETURN:

(X) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) PLAIN STAMPED COPY

TALLAHASSEE, FLORIDA
99 MAY 21 AM 9:49

AL APR 2 1 1999

Examiner's Initials

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.COM 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. 68-0426815
(FEI number, if applicable)

4. February 17, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 75 Rowland Way, First Floor, Novato, CA 94945
(Current mailing address)

8. Telecommunication 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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

See attached
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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. ______________________________
(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. ______________________________
(State or country under the law of which it is incorporated)

3. ______________________________
(FEI number, if applicable)

4. ______________________________
(Date of Incorporation)

5. ______________________________
(Duration: Year corp. will cease to exist or "perpetual")

6. ______________________________
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. ______________________________

____
(Current mailing address)

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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

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C. Baclet
(Registered agent's signature)
Charles Baclet, Vice 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.

A. **DIRECTORS** (Street address only - P.O. Box NOT acceptable)

Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See attached

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

14. WILLIAM E. HORWICH, Assistant Secretary
(Typed or printed name and capacity of person signing application)

MVX.COM COMMUNICATIONS, INC.
LIST OF DIRECTORS AND OFFICERS

Directors:

Name and Address	**Office**
Edward A. Brinskele 75 Rowland Way, First Floor Novato, CA 94945	Director
Thomas R. Rice 75 Rowland Way, First Floor Novato, CA 94945	Director
Jeffrey G. Richards 75 Rowland Way, First Floor Novato, CA 94945	Director

Officers:

Edward A. Brinskele 75 Rowland Way, First Floor Novato, CA 94945	President and Chief Executive Officer
Jeffrey G. Richards 75 Rowland Way, First Floor Novato, CA 94945	Secretary
Kenneth Holmes 75 Rowland Way, First Floor Novato, CA 94945	Chief Financial Officer
William E. Horwich 1111 Broadway, 24th Floor Oakland, CA 94607	Assistant Secretary

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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

That on the 17th *day of* February*, 19* 99,

MVX.COM COMMUNICATIONS, INC.

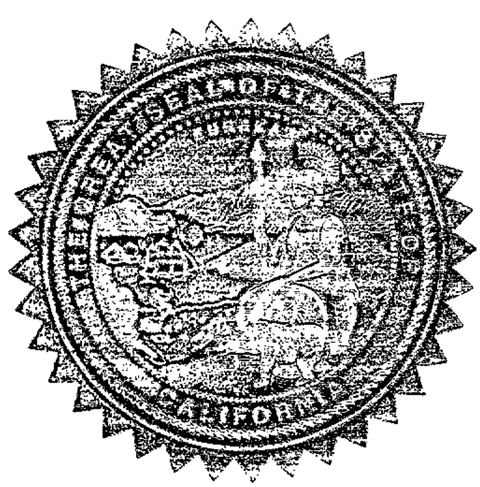
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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

May 19, 1999

Bill Jones

Secretary of State

SEC/STATE FORM CE-112 (REV. 9/95)

95 30089