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CT Corporation System
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City State Zip Phone

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CORPORATION(S) NAME

WORLDWIDE FIBER NETWORKS, INC.

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
CORPORATIONS
TALLAHASSEE, FLORIDA

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BK 8/23/99

**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:

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DIVISION OF CORPORATIONS
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1. Worldwide Fiber Networks, 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. 84-1496451
(FEI number, if applicable)

4. June 12, 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. 1575 Delucchi Lane, Suite 224, Reno, Nevada 89502

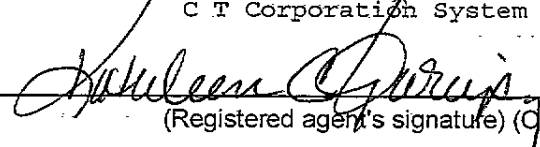
(Current mailing address)

8. Telecommunications
(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:

Name: C T Corporation System
Office Address: c/o-C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Kathleen C. Gariepy, Asst. Secy.
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: David Lede

Address: 1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

Vice Chairman: Clifford Lede

Address: 1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached list of officers

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

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Worldwide Fiber Networks, Inc.**

-
1. Jerry Tharp
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 2. Ron Stevenson
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 3. David Lede
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 4. Clifford Lede
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 5. Larry Olsen
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 6. Stephen Stow
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 7. Lionel Desmarais
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 8. Pat Michels
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
 9. Brian Johnson
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

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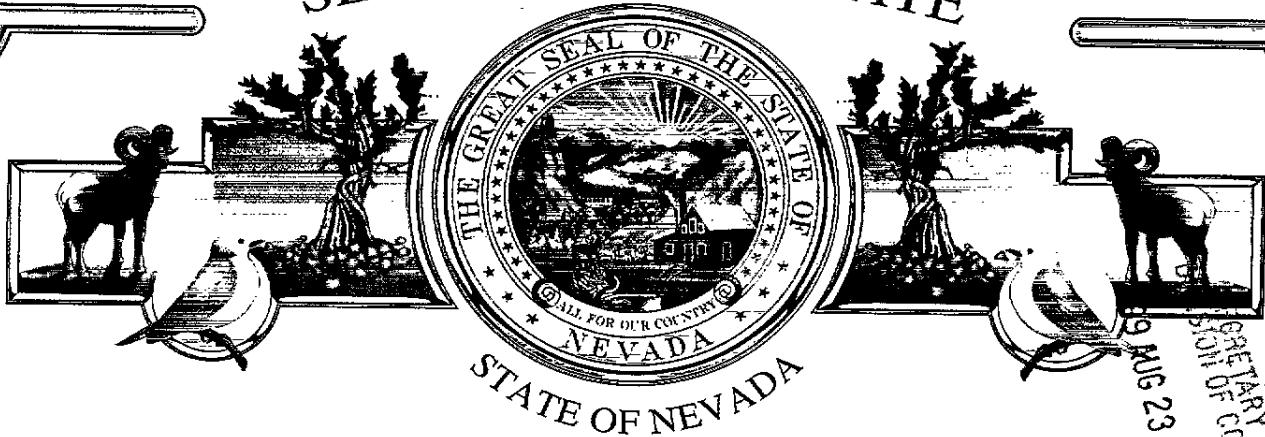
Appendix to Florida
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**Officers of
Worldwide Fiber Networks, Inc.**

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1. Jerry Tharp, President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
2. Ron Stevenson, Executive Vice President/Secretary
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
3. David Lede, Chief Executive Officer
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
4. Clifford Lede, Chief Operating Officer
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
5. John Mandrusiak, Executive Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
6. Stephen Stow, Executive Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
7. Lionel Desmarais, Sr. Vice President
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
8. James Cox, Vice President, Planning and Development
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
9. Bruce Tinney, Vice President, Business Development
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
10. Patrick Summers, Vice President, Legal and General Counsel
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
11. Matt Milstead, General Manager, East Coast
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502
12. Carmen Drollinger, Financial Controller
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

SECRETARY OF STATE



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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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 which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 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, **WORLDWIDE FIBER NETWORKS, 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 June 12, 1998, 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 July 16, 1999.

Dean Heller
Secretary of State

By

Regueline Arroyo
Certification Clerk