



M010000001528

ACCOUNT NO. : 072100000032

REFERENCE : 212003 7131141

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : July 6, 2001

ORDER TIME : 10:01 AM

ORDER NO. : 212003-025

CUSTOMER NO: 7131141

CUSTOMER: Mr. William Buxbaum
Buxbaum & Associates
Suite 105
525 South Douglas Street
El Segundo, CA 90245

RECEIVED
01 JUL 10 AM 11:29
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: NETWORK SERVICES, LLC

000004467440--6

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *LB*
7-10-01

01 JUL 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. NETWORK SERVICES, LLC
(Name of foreign limited liability company).

2. California 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 02/21/1995 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 525 South Douglas Street, El Segundo, CA 90245
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

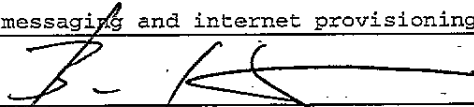
9. The name and usual business addresses of the managing members or managers are as follows:

- Brad Scott 525 South Douglas Street, El Segundo, CA 90245
- William Buxbaum 525 South Douglas Street, El Segundo, CA 90245
- Scott Bowen
- ~~Scott Brown 525 South Douglas Street, El Segundo, CA 90245~~

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 FALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____
Telecommunications, wireless messaging and internet provisioning.



 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Brad Scott

 Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NETWORK SERVICES, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)


1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

01 JUL 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

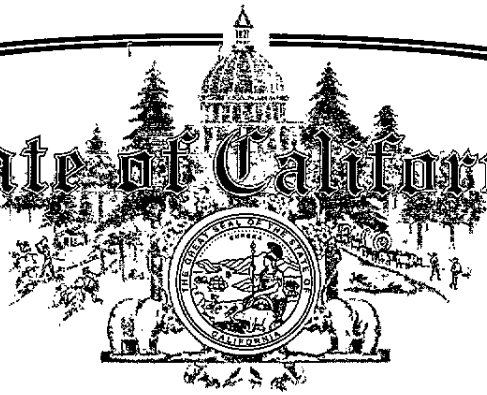


(Signature)

By: Patrick Lalor, Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of California



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

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

That on the 21ST day of FEBRUARY, 1995, NETWORK SERVICES, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

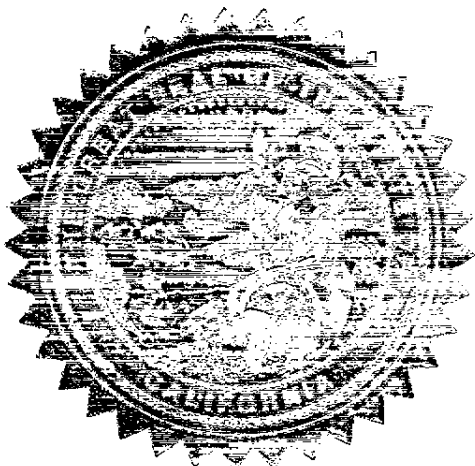
That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
6TH day of JULY 2001.

01 JUL 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



BILL JONES
Secretary of State

A handwritten signature in cursive script that reads 'Bill Jones'.





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AUTHORIZATION : *Patricia Piguet*

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6. Upon filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 525 South Douglas Street, El Segundo, CA 90245 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: Brad Scott, 525 South Douglas Street, El Segundo, CA 90245; William Buxbaum, 525 South Douglas Street, El Segundo, CA 90245; Scott Bowen; Scott Brown, 525 South Douglas Street, El Segundo, CA 90245

APPROVED AND FILED 01 JUL 10 PM 1:45 SECRETARY OF STATE TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Telecommunications, wireless messaging and internet provisioning.

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Brad Scott Typed or printed name of signee

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Tallahassee FL 32301
City/State/Zip

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TALLAHASSEE, FLORIDA

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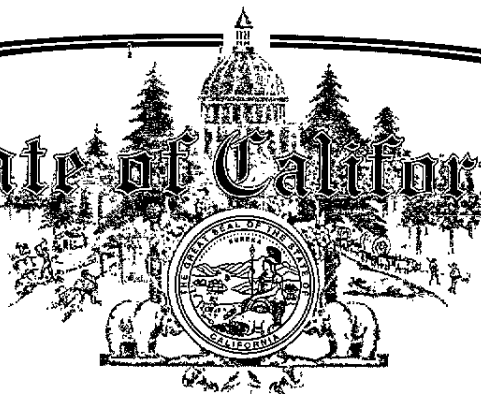


(Signature)

By: Patrick Lalor, Assistant Secretary

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\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
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State of California



SECRETARY OF STATE

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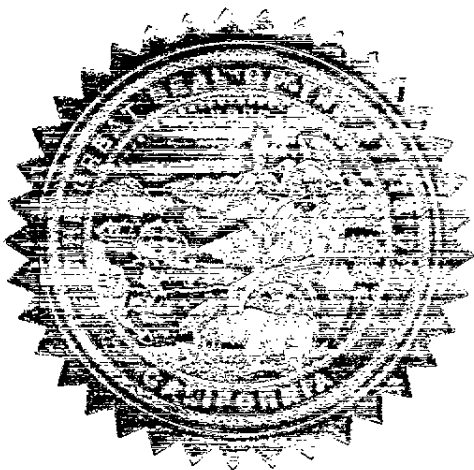
That on the 21ST day of FEBRUARY, 1995, NETWORK SERVICES, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its 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 of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 6TH day of JULY 2001.



Bill Jones
BILL JONES
Secretary of State

01 JUL 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

APPROVED