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To:

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From:

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

FOREIGN LIMITED LIABILITY COMPANY

Gibraltar Network LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 1999

FOLEY & LARDNER

SUBJECT: GIBRALTER NETWORK LLC
REF: W99000014930

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The certificate submitted is a Certified Copy Certificate, this is not acceptable. You must submit a Certificate of Good Standing, stating that the company is in good standing and has not dissolved or withdrew.

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Michelle Hodges
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DIVISION OF CORPORATIONS
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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. Gibraltar Network LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. June 9, 1999
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 30, 1999 (anticipated)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4190 Belfort Road, Suite 475, Jacksonville, FL 32216
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Linda Sherrer</u>	<u>MGR</u>		
<u>4190 Belfort Road, Suite 475</u>			
<u>Jacksonville, FL 32216</u>			


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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Gibraltar Network LLC
_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 10.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 3,250,000
(This total includes amounts from 2 and 3 above.)



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

John M. Welch, Authorized Representative

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**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:

Gibraltar Network LLC

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

F&L Corp

(Name)

200 Laura Street

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

Jacksonville

FL

32202

City/State/Zip

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.

Charles V. Hedrick

(Signature)

Charles V. Hedrick, Authorized Signatory

Filing Fee: \$ 35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIPRALIP NETWORK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

7/5/99 10:25AM

AUTHENTICATION:

00000000

7/5/99 10:25AM

DATE:

06-25-99