

ACCOUNT NO. : 072100000032

REFERENCE: 559123 4320998

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: January 20, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 559123-035

CUSTOMER NO: 4320998

CUSTOMER: Mr. Chris Allingham

Latham & Watkins

701 B Street, Suite 2100

San Diego, CA 92101

-01/28/00--01070--014 *****87.50 *****87.50

NAME: U.S. TELEPACIFIC CORP.

FOREIGN FILINGS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. U.S. TELEPACIFIC CORP. (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.) (FEI number, if applicable) California_ (State or country under the law of which it is incorporated) 4. 7/17/96 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. 515 S. Flower Street, 49th Floor (Current mailing address) Long Distance Telephone Service Provider (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) Corporation Service Company Name: 1201 Hays Street Office Address:

10. Registered agent's acceptance:

Tallahassee

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:

(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)	9/1.50
Chairman: See attached officers/directors rider	
Address:	4, 00
	9 9 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Vice Chairman:	
Address:	్స్ట్
Director:	
Address:	
Director:	
Address:	
Address:	
Vice President:	
Address:	
Secretary:	
Address:	
Treasurer:	,
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/o	or directors.
13	
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the a Kirstin Gooldy - Assistant Secretary	ppiication)
14. KITSLIII GOOTHY - ASSISTANCE Secretary (1997)	<u> </u>

U.S. TELEPACIFIC CORP. d/b/a TelePacific Communications

515 SOUTH FLOWER STREET, 49TH FLOOR LOS ANGELES, CALIFORNIA 90071-2201 213-213-3000 (Main) ——213-213-3100 (Main Fax)

OFFICERS

,

Mr. David Glickman

Chairman and CEO, and Treasurer Acting President TelePacific Communications 515 S. Flower Street, 49th Floor Los Angeles, CA 90071-2201

Dennis Mulroy

Vice President of Finance TelePacific Communications 515 S. Flower Street, 49th Floor Los Angeles, CA 90071-2201

Philip Puccio

Executive Vice President
Operation, Engineering and Customer Service
TelePacific Communications
515 S. Flower Street, 49th Floor
Los Angeles, CA 90071-2201

Michael Lee

Chief Technology Officer TelePacific Communications 515 S. Flower Street, 49th Floor Los Angeles, CA 90071-2201 Kirstin Gooldy – Secretary Dennis Mulroy – Assistant Secretary Jane Delahanty – Assistant Secretary Philip Puccio – Assistant Secretary

Updated: 1/27/00

TELEPACIFIC COMMUNICATIONS 515 SOUTH FLOWER STREET, 49TH FLOOR LOS ANGELES, CALIFORNIA 90071-2201 213-213-3000 (Main) ——213-213-3100 (Main Fax)

ON THE CONTROL ST. ST.

BOARD OF DIRECTORS

Mr. David Flaum

President and CEO Flaum Management 39 State Street, Suite 400 Rochester, NY 14614

Mr. David Glickman

Chairman and CEO
TelePacific Communications
515 S. Flower Street, 49th Floor
Los Angeles, CA 90071-2201

Mr. Robert Gordon

Director of Business Development Cisco System 170 W. Tasman Drive San Jose, CA 95134

Mr. R. Rudolph Reinfrank

Managing General Partner Rader Reinfrank & Co., LLC. 9465 Wilshire Blvd., Suite 950 Beverly Hills, CA 90212

Currently 1 Open Board Seat

Mr. Joshua Gutfreund

Partner Rader Reinfrank & Co., LLC. 9465 Wilshire Blvd., Suite 950 Beverly Hills, CA 90212

Gov. Pete Wilson

360 North Cresent Drive Beverly Hills, CA 90210

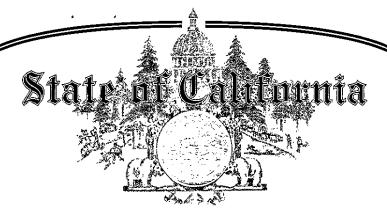
Mr. Steve Rader

Managing General Partner Rader Reinfrank & Co., LLC. 9465 Wilshire Blvd., Suite 950 Beverly Hills, CA 90212

Mr. Michael Tennenbaum

Managing Member Tennenbaum & Co., LLC 11100 Santa Monica Blvd., Suite 210 Los Angeles, CA 90025

Updated: 1/27/00



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 _____July _____,19 __96

U.S. TELEPACIFIC CORP.

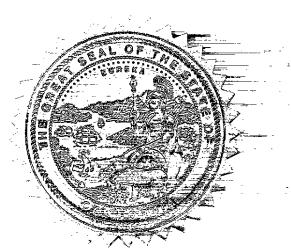
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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

January 24, 2000.

Billyons

Secretary of State