



THE UNITED STATES
CORPORATION
COMPANY

FO0000000536

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 3:52

FOREIGN FILINGS

NAME: U.S. TELEPACIFIC CORP.

200003114832--1
-01/28/00--01070--014
*****87.50 *****87.50

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
00 JAN 28 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
1/28/00

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.

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1. 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.)
2. California
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 7/17/96
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/1/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 515 S. Flower Street, 49th Floor
Los Angeles, CA 90071
(Current mailing address)
8. 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)
Name: Corporation Service Company
Office Address: 1201 Hays Street
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.

Corporation Service Company
By: Laura R. [Signature]
(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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Kirstin Gooldy - Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
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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

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Mr. David Glickman
Chairman and CEO, and Treasurer
Acting President
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

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

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

BOARD OF DIRECTORS

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DIVISION OF CORPORATIONS
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Mr. David Flaum
President and CEO
Flaum Management
39 State Street, Suite 400
Rochester, NY 14614

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

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

Gov. Pete Wilson
360 North Crescent Drive
Beverly Hills, CA 90210

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

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

Mr. R. Rudolph Reinfrank
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

Currently 1 Open Board Seat

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 3:52

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.



Bill Jones

Secretary of State