

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

F000000000831

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 14 PM 4:22

CONTACT: CINDY HICKS

DATE: 2-14-00

REF. #: C/73. 10647

CORP. NAME: Flashcom, Inc

7000003133777-0
-02/14/00-01048-013
*****78.00 *****78.00

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
(X) FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: (5)

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STATE FEES PREPAID WITH CHECK# 17657 1,150 FOR \$ 78
17597

RECEIVED
00 FEB 14 AM 10:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- () CERTIFIED COPY (X) CERTIFICATE OF GOOD STANDING
() CERTIFICATE OF STATUS

7000003133777-0
-02/14/00-01048-014
***1150.00 ***1150.00

(X) PLAIN STAMPED COPY

Examiner's Initials

3/K
2/14/00

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.

1. Flashcom, 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. Delaware

(State or country under the law of which it is incorporated)

3. 33-0839193

(FEI number, if applicable)

4. January 20, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 06/99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5312 Bolsa Avenue

Huntington Beach, CA 92649

(Current mailing address)

8. Provider of digital subscriber lines

(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: NRAI Services, Inc.

Office Address: 526 East Park Avenue

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.

NRAI Services, Inc.

C. Balet, V.P. (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)

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

Chairman: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached 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]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Shawn R. Pugh, VP and General Counsel
(Typed or printed name and capacity of person signing application)

FLASHCOM, INC.,
a Delaware corporation

LIST OF OFFICERS AND DIRECTORS

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DIVISION OF CORPORATIONS
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NAME	ADDRESS	OFFICE(S)
Richard Rasmus	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	President and Director
Chris Rose	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Chief Financial Officer
Brad Sachs	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Chief Executive Officer and Chairman of the Board
Steve Pacelli	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Vice President, Secretary and General Counsel
David Helfrich	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Director
Kevin Fong	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Director
Todd Brooks	5312 Bolsa Avenue Huntington Beach, CA 92649 (714) 799-2347	Director

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLASHCOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLASHCOM, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JANUARY, A.D. 1999.

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



2994142 8300

001057933

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0238748

DATE: 02-04-00