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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Pure Packet Communications of the South, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -6 PM 1:18

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Certified Copy

( ) Annual Report
( ) Reservation
( ) Photo Copies

( ) Other
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CONNIE BRYAN

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 MAR -1 PM 1:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. PurePacket Communications of the South, 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. 58-2502606
(FEI number, if applicable)

4. February 9, 2000
(Date of incorporation)

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

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 47 Perimeter Center East, Ste. 550, Atlanta, Georgia 30346
(Current mailing address)

8. To engage in any activity within the purposes for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Richard J. Milos Asst. V.P.
(Registered agent's signature) (Officer)

RICHARD J. MILOS ASST. V.P.

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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: ______________________

____

Vice Chairman: See attached list of directors

Address: ______________________

____

Director: See attached list of directors

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list of officers

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. Thomas Buttermore, President
(Typed or printed name and capacity of person signing application)

PurePacket Communications of the South, Inc.
Officer/Director Rider
FEIN: 58-2502606

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OFFICERS:

NAME	TITLE	ADDRESS
Thomas Buttermore	President, CEO and Treasurer	47 Perimeter Center East Atlanta, GA 30346
Ed Pimentel	Vice President, Chief Technology Officer and Secretary	47 Perimeter Center East Atlanta, GA 30346

DIRECTORS:

NAME	ADDRESS
Thomas Buttermore	47 Perimeter Center East Atlanta, GA 30346
Ed Pimentel	47 Perimeter Center East Atlanta, GA 30346
David William Baum	Prism Venture Partners 100 Lowder Brook Drive Suite 2500 Westwood, MA 02090

State of Delaware

Office of the Secretary of State

00 MAR -6 PM 1:18

SECRETARY OF STATE DIVISION OF CORPORATIONS

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUREPACKET COMMUNICATIONS OF THE SOUTH, 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000.

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

SECRETARY'S OFFICE DELAWARE

Edward J. Freel

Edward J. Freel, Secretary of State

3173548 8300

AUTHENTICATION: 0274234

001090106

DATE: 02-23-00