

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

FILING COVER SHEET
ACCT. #FCA-14

F00000002775

CONTACT: CINDY HICKS

DATE: 5.17.00

REF. #: 0173

CORP. NAME: TeleCore, Inc.

FILED STATE
DEPARTMENT OF CORPORATIONS
00 MAY 17 PM 1:23

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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DEPARTMENT OF CORPORATIONS
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STATE FEES PREPAID WITH CHECK# 19104 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

000003255540-1
-05/17/00-01027-015
*****70.00 *****70.00

COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

Examiner's Initials

h7c 5/17

RECEIVED
00 MAY 17 AM 8:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301
PLAIN STAMPED COPY

**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. TeleCore, 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. 33-087-2777

(FEI number, if applicable)

4. 9/7/99

(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. 130 Theory

Irvine CA 92612

(Current mailing address)

8. Install DSL 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.


(Registered agent's signature)

Charles Baclet, Vice President

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAY 17 PM 1:28

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

President: SEE ATTACHED

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. Kevin Anderson VP Controller
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KEVIN ANDERSON
(Typed or printed name and capacity of person signing application)

The following is a list of the name and title of each officer of the Company:

John M. Clarey	Chairman of the Board, President and Chief Executive Officer
Theodore J. Carrier	Chief Financial Officer and Chief Operating Officer
Mark Stagen	Senior Vice President, Business Development, and Secretary
Scott K. Clarey	Senior Vice President, Director of Recruiting
Allan O. Rocek	Vice President, Field Operations
A. James Meader	Vice President, Administration
Kevin O. Anderson	Vice President, Corporate Controller
Chris M. Mancebo	Vice President of Sales
Patricia B. Cain-Stanley	Vice President of Products and Services

FILED
STATE OF CALIFORNIA
CLERK OF SUPERIOR COURT
MAY 17 PM 1:23

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELECORE, 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 TENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELECORE, INC." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 PM 1:23



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

Edward J. Freel, Secretary of State

3093722 8300

001237963

AUTHENTICATION:

0429674

DATE:

05-10-00