



F00000003593

ACCOUNT NO. : 072100000032

REFERENCE : 712237 4311279

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizoto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 AM 9:38

ORDER DATE : May 26, 2000

ORDER TIME : 4:13 PM

ORDER NO. : 712237-005

700003303607-1-3

CUSTOMER NO: 4311279

CUSTOMER: Ms. Barbara Bruns
Whiteman Osterman & Hanna
One Commerce Plaza
Attn: Bookkeeping
Albany, NY 12260

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FOREIGN FILINGS

NAME: PRIORITYACCESS NETWORKS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

h/c
Chz

RECEIVED
00 JUN 23 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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JUN 23 AM 9:38

*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. PriorityAccess Networks, 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 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 7, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Have not yet transacted business in the State of Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4800 N. Federal Highway, Suite 300A
Boca Raton, Florida 33431
(Current mailing address)
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
8. _____
(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: Brian Courtney
(Registered agent's signature) 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.

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: n/a

Address: n/a

Vice Chairman: n/a

Address: n/a

Director: Laurance C. Monks

Address: 16 Corporate Woods Blvd.
Albany, NY 12211

Director: Roger D. Shearer

Address: 16 Corporate Woods Blvd.
Albany, NY 12211

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

President: Laurance C. Monks

Address: 16 Corporate Woods Blvd.
Albany, NY 12211

Vice President: n/a

Address: n/a

Secretary: Laurance C. Monks

Address: 16 Corporate Woods Blvd.
Albany, NY 12211

Treasurer: Laurance C. Monks

Address: 16 Corporate Woods Blvd.
Albany, NY 12211

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Sammy C. Monks
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laurance C. Monks, President
(Typed or printed name and capacity of person signing application)

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 "PRIORITYACCESS NETWORKS, 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-SECOND DAY OF JUNE, A.D. 2000.

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

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




Edward J. Freel, Secretary of State

3066411 8300

AUTHENTICATION:

0516038

001318770

DATE:

06-22-00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 23 AM 9:38