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ACCOUNT NO. : 072100000032
REFERENCE : 742712 7203718
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 70.00

ORDER DATE : June 23, 2000
ORDER TIME : 12:52 PM
ORDER NO. : 742712-005
CUSTOMER NO: -7203718

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CUSTOMER: John Cassella, Legal Assistant
Diveo Broadband Networks, Inc.
Suite 320
3201 New Mexico Avenue, Nw
Washington, DC 20016

FOREIGN FILINGS

NAME: DIVEO, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

h k 6/27

**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. Diveo, 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. 52-2177608
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06-23-1999 5. Perpetual
(Date of incorporation) (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. 3201 New Mexico Avenue, N.W., Suite 320
Washington, DC 20016
(Current mailing address)

Any lawful act or activity

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: 
(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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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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. Victor A. Lago, Assistant Secretary *Victor A. Lago*
(Typed or printed name and capacity of person signing application)

DIVEO, INC.

Directors & Officers	Title	Address
David R. Schmieg	Chairman of the Board Chief Executive Officer	3201 New Mexico Avenue, N.W. Suite 320 Washington DC 20016
Laurence A. Hinz	Director President & Chief Financial Officer	3201 New Mexico Avenue, N.W. Suite 320 Washington DC 20016
David H. Rutchik	Director Secretary	3201 New Mexico Avenue, N.W. Suite 320 Washington DC 20016
Joseph Esparraguera	Assistant Secretary	3201 New Mexico Avenue, N.W. Suite 320 Washington DC 20016
Victor A. Lago	Assistant Secretary	3201 New Mexico Avenue, N.W. Suite 320 Washington DC 20016

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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 "DIVEO, 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-SIXTH DAY OF JUNE, A.D. 2000.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0521263

DATE: 06-26-00