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ACCOUNT NO. : 072100000032

REFERENCE : 080495 7203718

AUTHORIZATION

COST LIMIT \$35.00

FILED
01 MAR 19 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 080495-005

CUSTOMER NO: 7203718

200003877942--5

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

FOREIGN FILINGS

NAME: DIVEO EIS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 PM 2:31
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

N.C.
A. COULLETTE MAR 19 2001

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 MAR 19 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Diveo EIS, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. June 27, 2000
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 6, 2000

5. Diveo USA, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Victor A. Lago
Signature

March 15, 2001
Date

Victor A. Lago
Typed or printed name

Assistant Secretary
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DIVEO EIS, INC.", CHANGING ITS NAME FROM "DIVEO EIS, INC." TO "DIVEO USA, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3249357 8100

010131174

AUTHENTICATION: 1027609

DATE: 03-16-01

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
DIVEO EIS, INC.**

Diveo EIS, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

1. The present name of the corporation is Diveo EIS, Inc.
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 22, 2000 (the Certificate of Incorporation").
3. The Board of Directors of the Corporation, by the written consent of all of its members, filed with minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment of the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors hereby recommends to the sole stockholder of the Corporation that the Certificate of Incorporation of the Corporation be amended, by deleting Article I in its entirety and adding a new Article I to read in its entirety as follows:

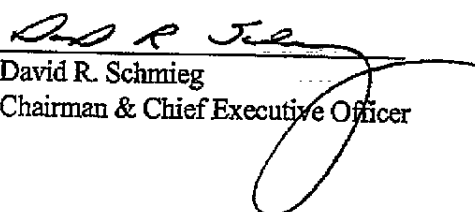
ARTICLE I.

The name of this Corporation is Diveo USA, Inc.

4. That in lieu of a meeting and vote of the stockholders, the Sole Stockholder of the Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
5. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

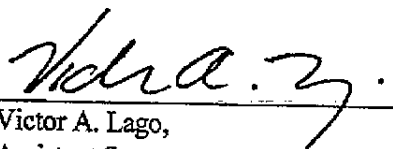
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by David R. Schmieg, its Chairman and Chief Executive Officer, and attested by Victor A. Lago, its Assistant Secretary, this 26th day of September 2000.

DIVEO EIS, INC.
(now: Diveo USA, Inc.)

By: 
David R. Schmieg
Chairman & Chief Executive Officer

Attest:

By:


Victor A. Lago,
Assistant Secretary