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ACCOUNT NO. : 072100000032

REFERENCE : 746560 4312311

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : June 27, 2000

ORDER TIME : 10:30 AM

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ORDER NO. : 746560-020

CUSTOMER NO: 4312311

CUSTOMER: Brian Mapp-4312311, Legal Asst
Patton Boggs LLP
2550 M Street, N.W.

Washington, DC 20037-1301

FOREIGN FILINGS

NAME: TSI BROADBAND, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 30 AM 8:50

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DIVISION OF CORPORATIONS

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BK 6/30

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TSI Broadband, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brian C. Mapp
(Name of Person)
Patton Boggs LLP
(Firm/Company)
2550 M Street, N.W.
(Address)
Washington, D. C. 20037
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Brian C. Mapp at (202) 457-5657
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified 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. TSI Broadband, 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. 52-1969662
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 25, 1998 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. 229 West 36th Street, Ninth Floor, New York, New York 10018
(Current mailing address)

8. The Corporation will be providing broadband communication services.
(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: Gregory J. Borgese
(Registered agent's signature)
Gregory J. Borgese-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.

See attached Certificate of Existence

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TSI BROADBAND, INC.
OFFICERS AND DIRECTORS RIDER

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NAME	TITLE	BUSINESS ADDRESS
David Lane	CEO and Secretary Director	c/o TSI Broadband, Inc. 229 West 36 th Street New York, NY 10018
Shawn Landgraf	President and Treasurer Director	c/o TSI Broadband, Inc. 229 West 36 th Street New York, NY 10018
Monroe Milstein	Director	c/o TSI Broadband, Inc. 229 West 36 th Street New York, NY 10018
Jerry Handler	Director	c/o TSI Broadband, Inc. 229 West 36 th Street New York, NY 10018
Kurt Landgraf	Director	c/o TSI Broadband, Inc. 229 West 36 th Street New York, NY 10018

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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: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

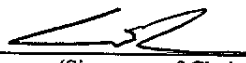
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. David Lane, CEO
(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 "TSI BROADBAND, 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-EIGHTH DAY OF JUNE, A.D. 2000.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0528126

DATE: 06-28-00