



THE UNITED STATES
CORPORATION
COMPANY

F00000004771

ACCOUNT NO. : 072100000032

REFERENCE : 784967 4329917

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 70.00

00 AUG 23 PM 3:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : August 2, 2000

ORDER TIME : 11:55 AM

ORDER NO. : 784967-040

CUSTOMER NO: 4329917

CUSTOMER: Sheila R. Carroll, Legal Asst
Kelley, Drye & Warren
1200 19th Street, N.W.
Suite #500
Washington, DC 20036

100003369971--0

FOREIGN FILINGS

NAME: CABLE & WIRELESS, INC.

(1)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WJL 8/23

**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.*

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1. Cable & Wireless, 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. pending

(FEI number, if applicable)

4. March 31, 2000

(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. c/o Cable & Wireless, Inc., 8219 Leesburg Pike

Vienna, VA 22182 Attn: General Counsel

(Current mailing address)

See Attached Rider 1

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: Carol K. Doe

(Registered agent's signature)

Assistant 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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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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. Richard H. Goshorn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard H. Goshorn, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

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List of Officers

Name:	Wharton B. Rivers	Title:	President
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		
Name:	Richard H. Goshorn	Title:	Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		
Name:	Vincent Gibson	Title:	Treasurer
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		
Name:	Robert N. Walton	Title:	Assistant Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		
Name:	Jonathan Spencer	Title:	Assistant Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		

List of Directors

Name:	Richard H. Goshorn	Term:	
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		
Name:	Wharton B. Rivers	Term:	
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182		

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RIDER 1

Cable & Wireless, Inc.

To act as a telecommunication service provider, especially internet protocol and data for businesses, and other telecommunication related services. To engage in any act or activity for which corporations may be organized.

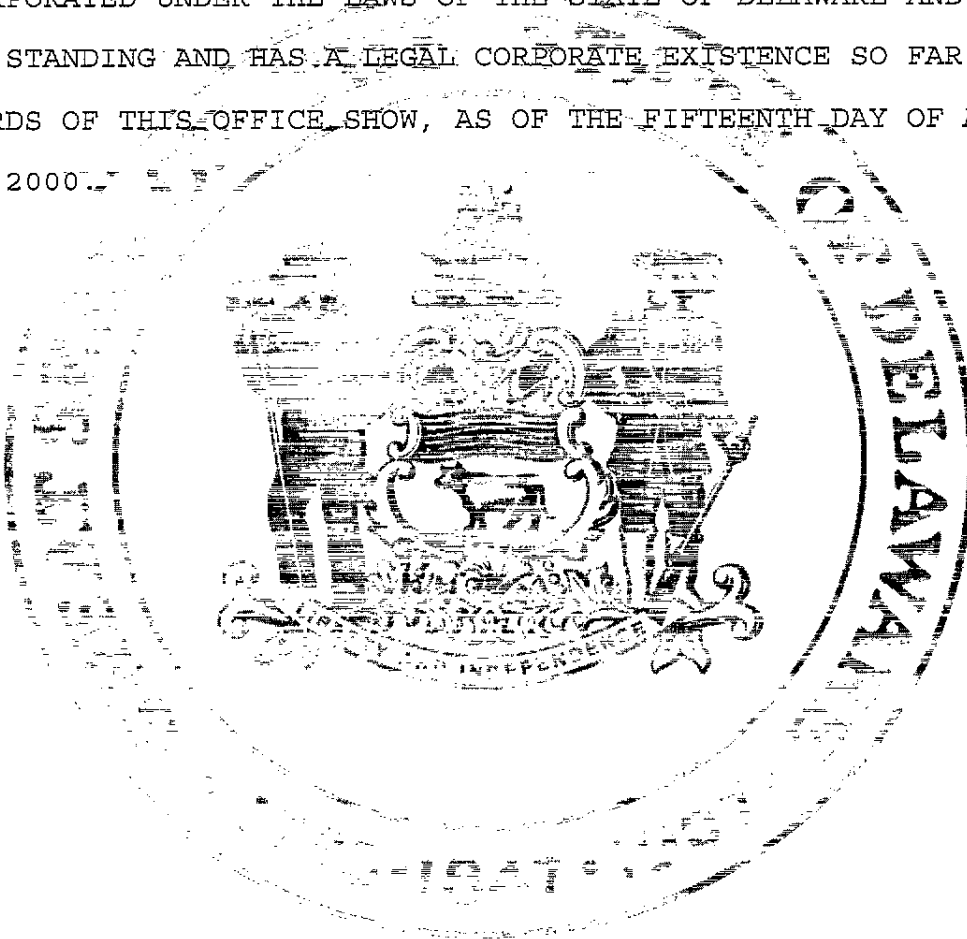
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE & WIRELESS, 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 FIFTEENTH DAY OF AUGUST, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3204690 8300

001412751

AUTHENTICATION:

0620337

DATE:

08-15-00