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ACCOUNT NO. : 072100000032

REFERENCE : 814906 7187073

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : August 29, 2000

ORDER TIME : 11:05 AM

ORDER NO. : 814906-005

CUSTOMER NO: 7187073

2000003378102--0

CUSTOMER: Ms. Kristi Swenson
Inflow, Inc.
Suite 300
938 Bannock Street
Denver, CO 80204

(b)

FOREIGN FILINGS

NAME: INFLOW, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 30 AM 8:34

RECEIVED
00 AUG 30 PM 3:25

Tamara Odom

**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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DIVISION OF CORPORATIONS
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1. InFlow, 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. 84-1439489
(FEI number, if applicable)
4. September 26, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Estimated December 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 938 Bannock Street, Suite 300
Denver, CO 80204
(Current mailing address)
8. Provide complex Web hosting and Internet services for e-commerce companies.
(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: [Signature]

(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)

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: _____

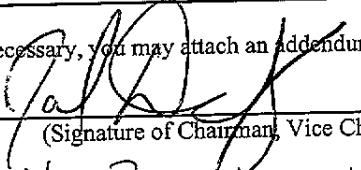
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Vice President & Secretary
(Typed or printed name and capacity of person signing application)

Officers

Arthur Zeile

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

President

Joel Daly

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Vice President &
Secretary

James W. McHose III

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Treasurer

Nancy Printz

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Vice President

Robert Gedrose

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Vice President

Yousif Asfour

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Vice President

Bruce Cunningham

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Vice President

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Directors

Arthur Zeile

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Joel Daly

InFlow, Inc.
938 Bannock Street
Suite 300
Denver, CO 80204

Scott B. Perper

One First Union Center
18th Floor
Charlotte, NC 28288-0732

Andy Armstrong

10 Town Square
Suite 200
Chatham, NJ 07928

Stephen O. James

915 Spruce Street
Boulder, CO 80302

G. Jackson Tankersley, Jr.

Meritage
1600 Wynkoop
Suite 300
Denver, CO 80202

Donald F. Detampel, Jr.

1499 Blake Street
Unit 9-A
Denver, CO 80202

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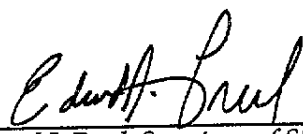
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INFLOW, 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-NINTH DAY OF AUGUST, A.D. 2000.

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

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




Edward J. Freel, Secretary of State

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001436968

AUTHENTICATION: 0645497

DATE: 08-29-00

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STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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