

F00000005386

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LAYER ONE, 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:

Tom HOEFER
(Name of Person) 100003356131--6
LAYER ONE INC.
(Firm/Company) -08/15/00--01017--004
****78.75 ****78.75
4040 N. CENTRAL EXPRESSWAY, SUITE 900
(Address)
DALLAS, TEXAS 75204-3101
(City/State/Zip)

F-5386

L-10013

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

Tom HOEFER at (214) 752-6204 x106
(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

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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

SP

**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. LAYER ONE 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. 75-2867333
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEB 2, 2000 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 6 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4040 N. CENTRAL EXPRESSWAY, SUITE 900
DALLAS, TEXAS 75204-3101
(Current mailing address)

8. COLOCATION SERVICES TO THE TELECOMMUNICATIONS INDUSTRY
(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(Zip code)

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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.

Randy A. Shelley
(Registered agent's signature)

RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Thomas Hobert CFO
(Typed or printed name and capacity of person signing application)

LayerOne, Inc.

Directors and Officers

Name	Address	Title
Directors		
V. Michael Fitzgerald	c/o Crest Communications Holdings LLC 320 Park Avenue New York, New York 10022-6815	Director
Brandon Freeman	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Director
Alexander Muse	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Director
Ralph Muse	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Director
Officers		
Alexander Muse	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Chief Executive Officer
Brandon Freeman	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Chief Operating Officer, Secretary
Thomas Hoefert	4040 N. Central Expressway, Suite 900 Dallas, Texas 75204-3101	Chief Financial Officer, Treasurer

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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 "LAYERONE, 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 FOURTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0601338

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DATE: 08-04-00