



THE UNITED STATES
CORPORATION
COMPANY

F00000005809

FILED
OCT 17 PM 4:15h
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 864658 4392335

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. P.

ORDER DATE : October 16, 2000

ORDER TIME : 1:32 PM

ORDER NO. : 864658-005

CUSTOMER NO: 4392335

CUSTOMER: Ms. Marian Gustafson
Kirkpatrick & Lockhart LLP
1251 Avenue Of The Americas
45th Fl.
New York, NY 10020-1104

600003427986-3

FOREIGN FILINGS

NAME: ACCESS COLO, INC.

[Handwritten signature]

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

WJL
10/17

12. Names and business addresses of officers and/or directors:

A. DIRECTOR

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

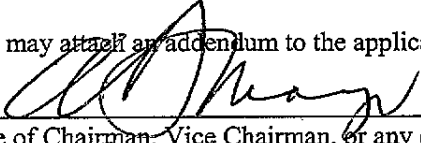
Secretary: _____

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. Pres/CEO
(Typed or printed name and capacity of person signing application)

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**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. ACCESS COLO, 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. 22-3720962

(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. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 55 Madison Avenue, Morristown, NJ 07960

(Principal office address)

(Current mailing address)

Engage in telecommunications services to corporate users

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

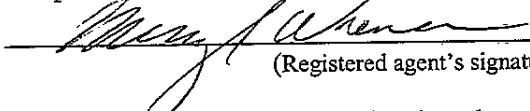
(City)

(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


(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.

ACCESS COLO, INC.
OFFICERS & DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
A. Dale Mayo	President, Chief Executive Officer and Director	55 Madison Avenue Morristown, NJ 07960
Brett E. Marks	Senior Vice President - Business Development, Secretary and Director	55 Madison Avenue Morristown, NJ 07960
Kevin Farrell	Senior Vice President - Operations	55 Madison Avenue Morristown, NJ 07960
Kevin Booth	Senior Vice President - Finance	55 Madison Avenue Morristown, NJ 07960

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State of Delaware

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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 "ACCESS COLO, 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 SIXTEENTH DAY OF OCTOBER, A.D. 2000.

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

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TALLAHASSEE, FLORIDA



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

Edward J. Freel, Secretary of State

3204702 8300

AUTHENTICATION: 0735865

001520011

DATE: 10-16-00