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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PointOne Telecommunications, 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:

Rhiannon Ludlow

(Name of Person)

Telecom Compliance Services, Inc.

(Firm/Company)

6455 East Johns Crossing

(Address)

Duluth

GA

30097

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Rhiannon Ludlow

(Name of Person)

at (678) 775-2244

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**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:*

PointOne Telecommunications, Inc.

1. _____
(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. **74-2874816** _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **4/1/98** _____ 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. **6455 East Johns Crossing, Suite 285, Duluth, GA 30097** _____

(Current mailing address)

8. **Provide Telecommunication Services** _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

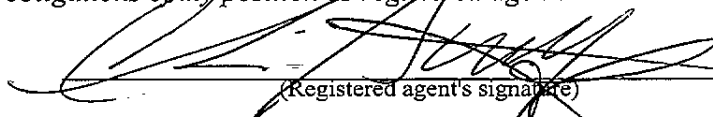
Name: **TCS Corporate Service, Inc.** _____

Office Address: **1406 Hays Street, Suite #2** _____

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.


(Registered agent's signature) **Chris Stockhoff**
Sec. / Treas.

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.

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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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Mory Ejabat

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

Director: Ron Harden

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

See attached

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

President: Paget Alves

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

Vice President: N/A

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

Secretary: Sharon McCollum

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

Treasurer: Sharon McCollum

Address: 6801 N. Capital of Texas Highway Building 2, Suite 100 Austin, TX 78731

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

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

14. Sharon H. McCollum, CFO and Secretary
(Typed or printed name and capacity of person signing application)

List of officers for:
Point One Telecommunications, Inc.
6801 N. Capital of Texas Highway Building 2, Suite 100
Austin, TX 78731

Officers

Paget Alves	President/ CEO
Sharon McCollum	Secretary/ Treasurer

Directors

Mory Ejabat
Ron Harden
Mike Holloway
Paget Alves
Jim Kazlowski
Colin Raymond
Frank Sica
Chris Michalick
Harvey Ring
Bob Annuziata
Richard Sorenson

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POINTONE TELECOMMUNICATIONS, 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-SIXTH DAY OF OCTOBER, A.D. 2000.

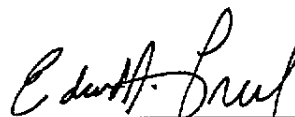
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POINTONE TELECOMMUNICATIONS, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 1998.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0758677

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DATE: 10-26-00