



THE UNITED STATES
CORPORATION
COMPANY

FOI 000000332

ACCOUNT NO. : 072100000032

REFERENCE : 967446 4329917

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
01 JAN 19 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 17, 2001

ORDER TIME : 11:25 AM

ORDER NO. : 967446-010

CUSTOMER NO: 4329917

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

RECEIVED
01 JAN 19 AM 9:21
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

700003554807--5

NAME: QUANTITUDE, INC.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

1307

1/19

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

01 JUN 19 AM 11:08
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TALLAHASSEE, FLORIDA

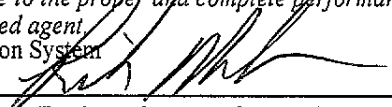
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Quantitude, 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. 36-4359335
(FEI number, if applicable)
4. March 23, 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. 11551 East Arapahoe, Englewood, CO 80112-3825
Same as above
(Current mailing address)
8. See attached Exhibit A
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.
C T Corporation System

(Registered agent's signature)

I 1, 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)

Exhibit A

(F) Application for Authority)

Quantitude, Inc.

Purpose:

To build an end-to-end private network on a standard Internet Protocol Platform (TCP/IP), to deliver global Internet, Virtual Private Network (VPN) and telecommunications network services to a variety of customers.

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officer/director list

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 officer/director list

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. Anthony C. Swanagan

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

14. Anthony C. Swanagan, Secretary

(Typed or printed name and capacity of person signing application)

Quantitude, Inc.

Officers/Directors

Directors

Cheryl M. Ballenger	11551 Arapahoe East, Englewood, CO 80112-3825
James E. Lubinski	11551 Arapahoe East, Englewood, CO 80112-3825
Ronnie L. Thornhill	11551 Arapahoe East, Englewood, CO 80112-3825

Officers

Ronnie L. Thornhill, President and Chief Executive Officer
11551 Arapahoe East, Englewood, CO 80112-3825

Cheryl M. Ballenger, Exec. Vice President, Finance, Chief Financial Officer and Treasurer
11551 Arapahoe East, Englewood, CO 80112-3825

Anthony C. Swanagan, Senior Vice President and Secretary
11551 Arapahoe East, Englewood, CO 80112-3825

James R. Lamb, Vice President, Tax
11551 Arapahoe East, Englewood, CO 80112-3825

Jennifer L. Dressler, Assistant Secretary
11551 Arapahoe East, Englewood, CO 80112-3825

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUANTITUDE, 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 SEVENTEENTH DAY OF JANUARY, A.D. 2001.

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

01 JAN 19 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Secretary of State

3199452 8300

AUTHENTICATION: 0919032

010025818

DATE: 01-17-01