



THE UNITED STATES  
CORPORATION  
COMPANY

# F01000000495

ACCOUNT NO. : 072100000032

REFERENCE : 977334 4329479

AUTHORIZATION : *Patricia Pigot*

COST LIMIT : \$ 78.75

FILED  
JAN 26 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 25, 2001

ORDER TIME : 10:47 AM

ORDER NO. : 977334-005

CUSTOMER NO: 4329479

CUSTOMER: Jason A. Brady, Esq  
Baker & Hostetler  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

8000003582268-5

FOREIGN FILINGS

NAME: TERRAWAVE OPTICAL NETWORKS,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_

RECEIVED  
JAN 26 AM 11:20  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*372*  
*1/26*

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. Terrawave Optical Networks, 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. applied for

(FEI number, if applicable)

4. September 13, 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. 485 N. Keller Road, Suite 100, Maitland, Florida 32751

(Principal office address)

485 N. Keller Road, Suite 100, Maitland, Florida 32751

(Current mailing address)

8. Developing, manufacturing, licensing, selling of telecommunications  
infrastructure equipment and other lawful purposes

(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: A.G.C. Co.

Office Address: 200 S. Orange Avenue, Suite 2300

Orlando

(City)

, Florida 32801

(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.*

A.G.C. Co.

By: Thomas Boor Vice Pres., as Vice President  
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Christopher Morton  
Address: 485 N. Keller Road, Suite 100  
Maitland, Florida 32751

Vice Chairman: Michael Buffa  
Address: 485 N. Keller Road, Suite 100  
Maitland, Florida 32751

Director: Matthew Bigge  
Address: 485 N. Keller Road, Suite 100  
Maitland, Florida 32751

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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B. OFFICERS

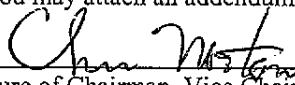
CEO  
~~XXXXXX~~ President: Christopher Morton  
Address: 485 N. Keller Road, Suite 100  
Maitland, Florida 32751

COO  
Vice President: Matthew Bigge  
Address: 485 N. Keller Road, Suite 100  
Maitland, Florida 32751

Secretary: Christopher N. Fountas  
Address: 485 N. Keller Road, Suite 100, Maitland, Florida 32751

CFO  
~~XXXXXX~~ Treasurer: Steven Martin  
Address: 485 N. Keller Road, Suite 100, Maitland, Florida 32751

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. Christopher Morton, CEO  
(Typed or printed name and capacity of person signing application)

*State of Delaware*

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*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TERRA WAVE OPTICAL NETWORKS, 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-FIFTH DAY OF JANUARY, A.D. 2001.

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

FILED  
JAN 26 PM 1:43  
01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3286544 8300

AUTHENTICATION: 0935197

010040012.

DATE: 01-25-01