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March 21, 2001

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314
(850) 488-9000

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*****70.00 *****70.00

W01-6703

Re: Certificate of Authority for Telecom New Zealand Communications (USA)
Limited

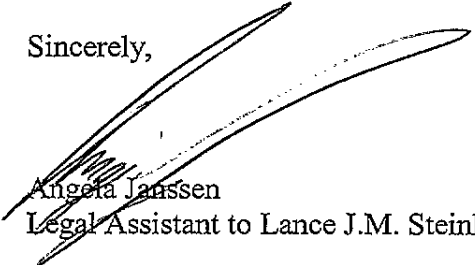
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Delaware Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,


Angela Janssen
Legal Assistant to Lance J.M. Steinhart

Enclosures

c: Mr. Andrew Rodwell (w/enc)

FILED
APR 3 29
TALLAHASSEE
FLORIDA

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Telecom New Zealand Communications (USA) Limited
(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:

Angela Janssen

(Name of Person)

Law Office of Lance J.M. Steinhart

(Firm/Company)

6455 East Johns Crossing

Ste. 285

(Address)

Duluth

GA

30097

(City/State/Zip)

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

Angela Janssen

(Name of Person)

at (770)

232-9200

(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

SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

01 APR -4 PM 8:29

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 2001

LANCE J.M. STEINHART, P.C.
6455 EAST JOHNS CROSSING
STE 285
DULUTH, GA 30097

SUBJECT: TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED
Ref. Number: W01000006703

We have received your document for TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 301A00018029

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01 APR -4 PM 8:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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. Telecom New Zealand Communications (USA) Limited, 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. 95-4817054
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 28, 2000 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. 251 South Lake Ave., Ste. 540, Pasadena, CA 91101

(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 Services, Inc.

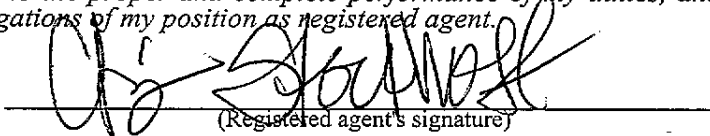
Office Address: 1406 Hays Street Ste. #2

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)

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
STATE OF FLORIDA

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: _____

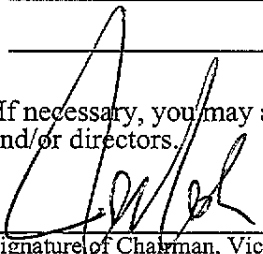
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Ian Neale President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LIST OF OFFICERS & DIRECTORS OF
TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED

Officers

Anthony Briscoe	Chairman
Ian Neale	President
Andrew Rodwell	Executive Vice President
David Jefferis	Assistant Secretary and Treasurer
Richard Scott	Secretary

Directors

Anthony Briscoe
Peter Crimp
Ian Neale
Andrew Rodwell

All the above referenced Officers & Directors can be reached at:
251 South Lake Avenue, Suite 540, Pasadena, California 91101

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SECURITY STATE
TALLAHASSEE, FLORIDA

State of Delaware
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 "TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED" 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 NINETEENTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
01 APR -4 PM 8:29
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3266969 8300

AUTHENTICATION: 1030996

010134544

DATE: 03-19-01