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ACCOUNT NO. : 072100000032

REFERENCE : 119325 4323887

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : April 18, 2001

ORDER TIME : 11:04 AM

ORDER NO. : 119325-005

CUSTOMER NO: 4323887

RECEIVED
01 APR 18 PM 12:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, Ne.
Atlanta, GA 30309-3610

500004015675--9

FOREIGN FILINGS

NAME: BELLSOUTH INTERNET EXCHANGE,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

FILED
01 APR 18 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bx
4/18
(4)

**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.

01 APR 18 PM 1:46
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TALLAHASSEE, FLORIDA

1. BellSouth Internet Exchange, 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. Georgia

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. April 13, 2001

(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. Suite 104, Bldg. 4, 11350 NW 25th Street, Miami, Florida 33172-1801

(Principal office address)

Suite 1800, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610

(Current mailing address)

8. Will provide Internet Exchange services

(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

The Prentice-Hall Corporation System, Inc.

BRIAN COURTNEY, ASST. V.P.

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Rafael de la Vega

Address: Suite 4514, 675 West Peachtree Street, N.E.

Atlanta, Georgia 30375

Director: _____

Address: _____

B. OFFICERS

President: Susan A. Campbell

Address: Suite 600, 303 Perimeter Center

Atlanta, Georgia 30346

Vice President: Peter Donnelly, Jr.

Address: Suite 600, 303 Perimeter Center

Atlanta, Georgia 30346

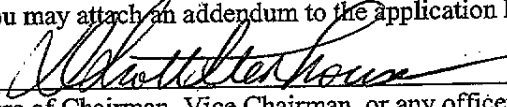
Secretary: D. Scott Stenhouse

Address: Suite 600, 303 Perimeter Center, Atlanta, Georgia 30346

Treasurer: Linda S. Harty

Address: 1155 Peachtree Street, N.E., Atlanta, Georgia 30346

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. D. Scott Stenhouse, Vice President, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

FILED
01 APR 18 PM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 011030587
CONTROL NUMBER : 0117701
DATE INC/AUTH/FILED: 04/13/2001
JURISDICTION : GEORGIA
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FORM NUMBER : 211

BELLSOUTH CORPORATION
JOYCE CLOWER IRVINE
1155 PEACHTREE ST. NE
ATLANTA, GA 303093610

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH INTERNET EXCHANGE, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State