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REFERENCE : 186500 4329917

AUTHORIZATION : *Patricia Pizuto*

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FILED
01 JUN 15 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 14, 2001

ORDER TIME : 11:15 AM

ORDER NO. : 186500-030

CUSTOMER NO: 4329917

100004422821--0

CUSTOMER: Sheila R. Carroll, Legal Asst
Kelley, Drye & Warren
1200 19th Street, N.w.
Suite #500
Washington, DC 20036-2423

FOREIGN FILINGS

NAME: QUANTITUDE SERVICES, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

RECEIVED
01 JUN 15 PM 1:54
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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.

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1. Quantitude Services, 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. 36-4444070

(FEI number, if applicable)

4. 4/30/2001

(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, Colorado 80112

(Current mailing address)

8. Provision of Telecommunication 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: 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

Judith Argao
(Registered agent's signature)

JUDITH ARGAO
V.P.

I, 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)

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

Chairman: See attached officer/director list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. Jennifer L. Dressler, Secretary

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

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Quantitude, Inc.

Officers/Directors

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TALLAHASSEE, FLORIDA

Officers

Name: Ronnie L. Thornhill Title: President and Chief Executive Officer
Bus. Address: 11551 Arapahoe East, Englewood, Colorado 80112-3825

Name: Cheryl M. Ballenger Title: Exec. Vice President, Finance, Chief
Financial Officer and Treasurer
Bus. Address: 9700 West Higgins Road, Rosemont, Illinois 60018

Name: Karen O'Donoghue Title: Exec. Vice President, Sales and
Marketing
Bus. Address: 9700 West Higgins Road, Rosemont, Illinois 60018

Name: Patrick Killian Title: Sr. Vice President, Strategy and
Business Development
Bus. Address: 11551 Arapahoe East, Englewood, Colorado 80112-3825

Name: Lawrence R. Marantette Title: Sr. Vice President, Sales and
Marketing
Bus. Address: 211 West Fort Street, Suite 1100, Detroit, Michigan 48226

Name: James R. Lamb Title: Vice President, Tax
Bus. Address: 9700 West Higgins Road, Rosemont, Illinois 60018

Name: Jennifer L. Dressler Title: Secretary
Bus. Address: 9700 West Higgins Road, Rosemont, Illinois 60018

Directors

Ronnie L. Thornhill	11551 East Arapahoe, Englewood, CO 80112
Cheryl M. Ballenger	9700 West Higgins Road, Rosemont, IL 60018
Karen O'Donoghue	9700 West Higgins Road, Rosemont, IL 60018
James E. Lubinski	6901 S. Havana Street, Englewood, CO 80112

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 "QUANTITUDE SERVICES, 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 FOURTEENTH DAY OF JUNE, A.D. 2001.

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

FILED
01 JAN 15 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3386390 8300

AUTHENTICATION: 1189191

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DATE: 06-14-01